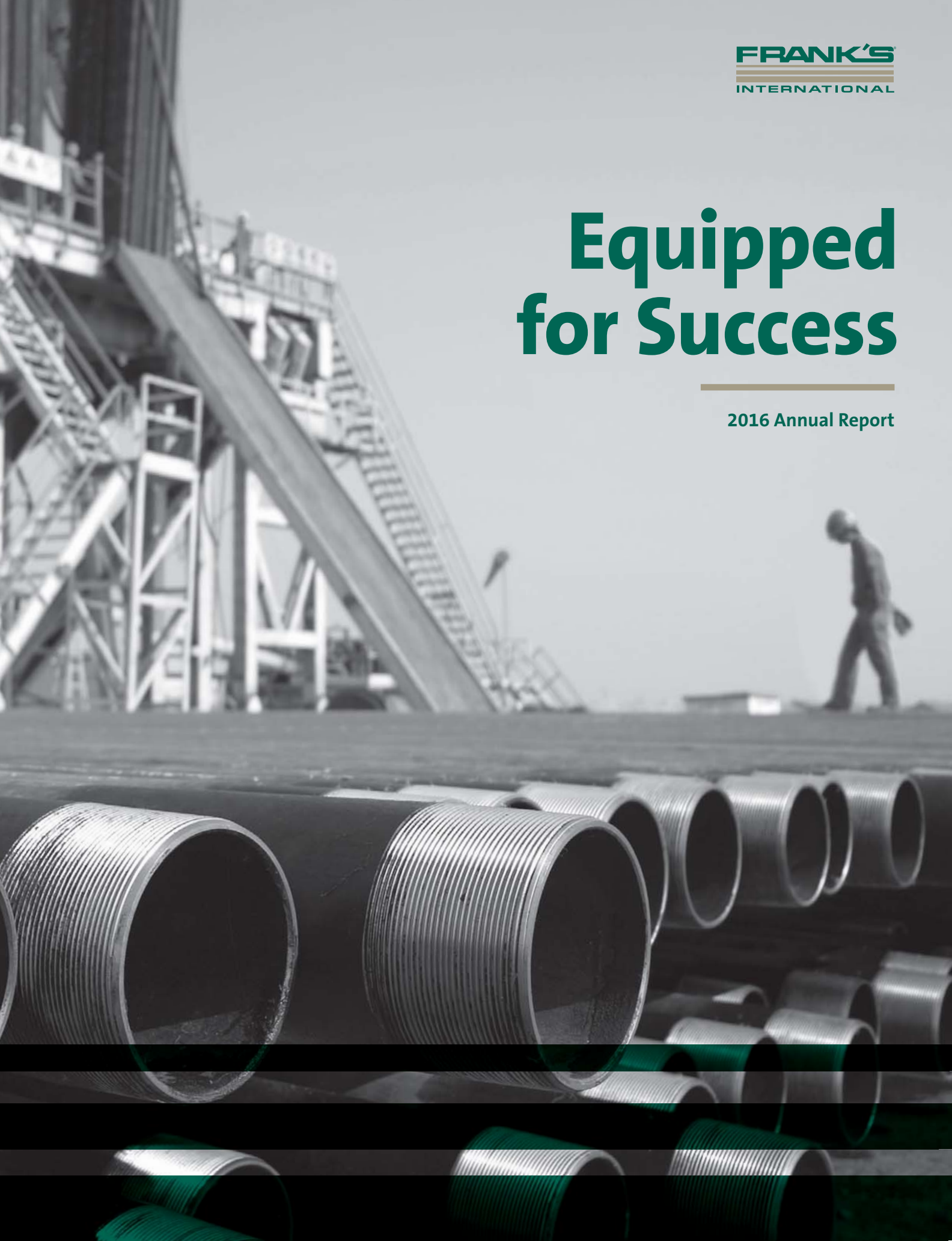


Equipped for Success

2016 Annual Report



2016 Financial Highlights

Year Ended December 31,

(In thousands, except per share data)	2016	2015	2014	2013
Revenue ⁽¹⁾	\$ 487,531	\$ 974,600	\$ 1,152,632	\$ 1,077,722
Income (Loss) from Continuing Operations	\$ (156,079)	\$ 106,110	\$ 229,312	\$ 308,195
Net Income (Loss)	\$ (156,079)	\$ 106,110	\$ 229,312	\$ 350,830
Adjusted EBITDA ⁽²⁾	\$ 25,031	\$ 319,086	\$ 451,513	\$ 438,739
Diluted earnings (loss) per common share ⁽³⁾	\$ (0.52)	\$ 0.60	\$ 1.03	\$ 1.85
Net cash provided by (used in) operating activities	\$ (10,831)	\$ 427,758	\$ 368,860	\$ 277,431
Capital Expenditures	\$ 42,127	\$ 99,723	\$ 172,952	\$ 184,504
Debt	\$ 276	\$ 7,321	\$ 304	\$ 376
Total stockholders' equity	\$ 1,311,319	\$ 1,451,426	\$ 1,472,536	\$ 1,333,327
Total Recordable Incident Rate (TRIR)	0.87	0.76	1.27	1.13
Lost Time Incident Rate (LTIR)	0.30	0.21	0.36	0.33

⁽¹⁾ From continuing operations

⁽²⁾ Adjusted EBITDA is a non-GAAP financial measure

⁽³⁾ Excluding severance and other non-recurring charges, net of tax

15%

reduction SG&A

or

Reduced SG&A by over

\$40_{MM}

60%

reduction
in Capital Spending

Maintained
>50%

market share in
Gulf of Mexico
and West Africa

Ready for the Changing World

Frank's International has built its brand and reputation on providing safe, reliable and quality service to its customers for nearly 80 years. Even in the inevitable peaks and valleys of the oil service business, we never lose sight of the obligation we have to our customers and stakeholders. As we navigate through the current cycle, we are equipped to meet the needs of those we serve by offering differentiating technologies and products that help keep workers safe, construct better wells and save the customer time and money.



Grow

Existing Markets

Frank's enjoys strong market share positions around the globe and close relationships with blue-chip companies in the oil and gas industry. We plan to deepen these existing relationships by offering new products, services and innovative solutions to sustain and maximize value creation in these regions.



Develop

New Markets

Taking our products and services to new markets or regions where we are underrepresented from a market share standpoint will be pivotal to our long-term growth. Additionally, the ability to add the Blackhawk Specialty Tools offerings to our existing suite will assist in opening the door to new customers.



Expand

Technology Leadership

Frank's takes pride in our track record of designing and building ground-breaking equipment that has helped move the industry forward. With more than 300 global patents and counting, we have the competence and experience to continue to develop, acquire and commercialize new technologies that add value to our customers and broaden our well construction offering.



Strengthen

Organizational Capability

Becoming a more complete well construction company requires investment in our people and processes to help us compete in a dynamic and competitive market. We continue to make significant progress towards becoming a stronger organization through efficiency initiatives that build employee competencies and operational capability.

Fellow Shareholders



Douglas Stephens
President and Chief Executive Officer

In many ways 2016 was a year of transition and transformation for Frank's International. As the most challenging downturn in decades continued, our industry saw crude oil prices hit 12-year lows and offshore exploration and production capital spending fall to nearly half of 2014 levels. Despite these challenges, we pressed onward with our strategy to maintain share in our dominant core markets and expand our service offerings to underrepresented international land and shelf markets. We also completed the largest acquisition in the company's

storied history, enhancing the scope of products and services we can provide the customer. These accomplishments combined with our focus on providing safe, quality service and advanced technology, equip us for success in becoming a more complete well construction company in the years ahead.

Since joining Frank's International in November 2016, I have been focused on continuing the legacy established by my predecessors and have begun to set the course for a new path of growth and profitability as a market recovery begins to emerge. During my extensive career in oil services I have always had great respect for the international brand and operational reputation of Frank's. It is a great privilege to have the opportunity to be part of and lead the Frank's team. I see a bright future for Frank's International as we continue to be a global leader in tubular running services while at the same time broadening our customer offerings to become a more complete well construction company.

2016 Accomplishments

Although market conditions in the industry were outside of our control, we took steps in 2016 to improve the company in areas we could control. Safety is paramount to

the culture of Frank's and is at the forefront of our minds in the office or at our customer's wellsite. Our philosophy is that zero incidents and injuries are achievable with a relentless focus on procedural discipline, understanding and risk mitigation. Although our total recordable incident rate increased in 2016 due to fewer working hours, we did see record safety performance in our Gulf of Mexico and Europe operations and celebrated one million man-hours free of recordable injuries in Malaysia. These accomplishments remind us that no matter the market conditions, we can achieve success in our most important objective to operate safely in order to protect our employees and customers.

Furthermore, we took steps to strengthen our internal compliance program with new training and procedures to ensure that we continue to operate with the honesty and integrity our customers have known

Success Stories

CASING WHILE DRILLING MILESTONE

In September 2016, Frank's International, in collaboration with a large integrated service provider, deployed its FA-1[®] casing running tool (CRT) modified for 30-inch casing drilling and running to a customer in the Bay of Campeche, Gulf of Mexico. The shallow water project established a new worldwide milestone in casing while drilling (CwD) operations. The successful implementation of the modified tool saved the customer more than a day of rig time and was performed by the Frank's local operations team based in Villahermosa, Mexico.

FIRST STRING WEIGHT REDUCTION SYSTEM

In June 2016, Frank's International deployed its patented 1,250-ton Buoyancy Module Spider to help a customer in the Gulf of Mexico save money running one of the heaviest casing string ever deployed, reducing the hook load by nearly 250,000 pounds. This technology allows the potential to run longer casing strings on lower specification rigs. The original expected buoyed string weight of casing and drill pipe was approaching the rig's weight capacity and the use of technology, engineering and expertise of our skilled team helped deliver millions in estimated cost savings.



Case Study

HELPING TO SOLVE THE PROBLEM OF SOUR GAS

The National Association of Corrosion Engineers (NACE) International, a global organization focused on corrosion control, estimates that corrosion costs the oil and gas industry more than \$1 billion each year. Much of this corrosion is caused by the presence of hydrogen sulfide (H₂S) or sour gas that can penetrate steel tubulars and lead to well integrity failures. For many oil and gas producing countries in the Gulf Cooperation Council (GCC) this is increasingly becoming a problem and it is driving a shift to more corrosion-resistant alloys to prevent this corrosion in high pressure, high temperature formations. Often times these alloy tubulars can be damaged or stress points created during installation if not properly handled. To combat this issue, Frank's International has developed and patented a fully non-marking handling system for corrosion resistant materials. The next generation Collar Load Support (CLS[™]) system and Fluid Grip[™] technology work in conjunction to eliminate bite marks caused by metal on metal contact to prevent corrosion contamination of the tubular. Our in-house metallurgical lab allows our skilled engineers to develop and test new and improved solutions to quickly respond to changing industry conditions. The use of these and other technologies across the globe, and particularly in the Middle East, is leading to increased adoption of our services and improved well construction. These better constructed wells are less likely to have integrity issues caused by high temperatures, high pressures or corrosive gases that can lead to poor well performance, shortened well life spans or environmental hazards.

Blackhawk Acquisition

Blackhawk Specialty Tools, a leading provider of engineered well construction and well intervention services and products, is now a Frank's International company. Combining Blackhawk's technologically advanced cementing tools and expertise with Frank's tubular running services allows us to offer customers an integrated well construction solution across land, shelf and deepwater.

Like Frank's, Blackhawk is a best-in-class, trusted provider in complex well solutions. Blackhawk's specialty product development helps companies save valuable rig time, operate in a safer manner, reduce derrick trips and enhance cementing operations.

An expansion of Blackhawk products and services to current Frank's International global market share would expect to generate

\$200^{MM}

to

\$250^{MM}


in revenue

and

30-40%

^{EBITDA}

margins at mid-cycle market levels

 Over
300
 active patents globally
 and
48 patent
 applications in 2016


1 million
 man-hours
 free of recordable injuries
 in **Malaysia**

Strong balance sheet
 with more than
\$300 million
 in net cash


from Frank's International. We also established metrics to evaluate and processes to strengthen the quality of service we deliver to the customer. We understand that our reputation for quality service is a key pillar of our successful track record. By eliminating any costs of poor quality in the delivery of our services, we will realize financial benefits and improve the safety of our operations.

Our use of technology and customization continues to send us to new heights in the field of tubular running services and deliver value to the customer. Working with our customers and service partners, we installed the first ever casing string weight-reduction system and the largest diameter casing while drilling job in the offshore Gulf of Mexico. Both of these feats not only helped the customer achieve their operational goals, but also saved them time and money on the projects.

Expanding Our Technology Leadership Position

In November, we closed on the acquisition of Blackhawk Specialty Tools bringing together two companies with a focus on innovative technologies and a culture centered around safe, quality and reliable service to the customer. The addition of Blackhawk's specialty cementing and well intervention tools, as well as its highly skilled employees, provide the platform for growth beyond tubular running services toward becoming a more diversified and complete well construction company.

Similar to Frank's, the Blackhawk use of technology propelled the company to a greater than 60 percent market share in the deepwater Gulf of Mexico since its inception in 2008. We now have the opportunity to take these same proven products and services to other parts of the world across our global footprint beginning in 2017.

One of these technologies is the Blackhawk wireless rotating cement head. These cement heads allow for wireless launching of pre-loaded downhole plugs, darts or balls and eliminate the need to suspend the cementing process during launch. This feature, along with the ability to rotate the cement head, leads to increased well integrity and more efficient loading and launching of downhole tools. The combination of Blackhawk products and services such as this with our best-in-class tubular running services will allow us to provide more value to the customer and extend our time on the rig.

Also in 2016, Blackhawk received industry recognition in the category of New Technology Development of the Year award at the 2016 Texas Oil and Gas Awards. The SkyHook™ module mitigates risk and improves efficiency when connecting pump lines during liner and casing cementing operations by eliminating the need to attach lines manually. This and other innovations in development will continue to boost the earnings potential for our Blackhawk product and service line.

“I’m honored to have the opportunity to lead Frank’s International into the next period of growth and prosperity and I am optimistic about our future as the global leader in well construction.”

Douglas Stephens, President and Chief Executive Officer

Looking Ahead to 2017

The coming year presents great opportunity for Frank’s International. Even as we face headwinds in the deepwater offshore market, we sit here today in a better position than a year ago. We have seen commodity prices improve, onshore rig count rise from the 2016 lows and the industry continue to make strides in lowering the overall cost of projects through efficiency gains. Although uncertainty remains as to when our core offshore activity will resume, we will continue to make decisions to create shareholder value by investing in the business, reducing our costs and growing in underrepresented markets.

In terms of investing in the business, during the year we plan to complete construction of our first-class facility in Lafayette. This new LEED certified building will serve as the base of operations for further research and development as well as customized engineering solutions for our customers. We will also complete the installation of our human resources development platform that will enable the company to better monitor employee certification and training. This system will more efficiently manage our human resources allowing us to better forecast the skills our employees will need and where they will be needed to best serve the customer.

The primary goal of 2017 will be returning Frank’s International back on the path to sustained profitability.

We are seeing growth in the U.S. onshore market and green shoots in other select markets where we operate that are expected to contribute toward this goal. Additionally, we plan to commercialize 14 technologies during the year that will allow for more bundling of our tubular and specialty tool products and services, increasing our revenue per rig potential. We also continue to closely examine our cost structure and capital spending program to achieve better utilization of our people and assets and maintain our strong balance sheet.

Overall, I am confident that our strategy to maintain our dominant share in core markets, grow in underrepresented markets, broaden our offerings, and control costs will put us on back the path to delivering long-term value for our shareholders.

Sincerely,



Douglas Stephens
President and Chief Executive Officer

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K
(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2016

OR

Transition Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

For the transition period from _____ to _____
Commission file number: 001-36053

Frank's International N.V.
(Exact name of registrant as specified in its charter)

The Netherlands	98-1107145
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification number)
Mastenmakersweg 1 1786 PB Den Helder, the Netherlands	Not Applicable
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code: +31 (0)22 367 0000	
Securities registered pursuant to Section 12(b) of the Act:	
Title of each class	Name of exchange on which registered
Common Stock, €0.01 par value	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2016, the aggregate market value of the common stock of the registrant held by non-affiliates of the registrant was approximately \$515.3 million.

As of February 22, 2017, there were 222,487,081 shares of common stock, €0.01 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement in connection with the 2017 Annual Meeting of Stockholders, to be filed no later than 120 days after the end of the fiscal year to which this Form 10-K relates, are incorporated by reference into Part III of this Form 10-K.

FRANK'S INTERNATIONAL N.V.
FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2016
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this "Form 10-K") includes certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements include those that express a belief, expectation or intention, as well as those that are not statements of historical fact. Forward-looking statements include information regarding our future plans and goals and our current expectations with respect to, among other things:

- our business strategy and prospects for growth;
- our cash flows and liquidity;
- our financial strategy, budget, projections and operating results;
- the amount, nature and timing of capital expenditures;
- the availability and terms of capital;
- competition and government regulations; and
- general economic conditions.

Our forward-looking statements are generally accompanied by words such as "estimate," "project," "predict," "believe," "expect," "anticipate," "potential," "plan," "goal" or other terms that convey the uncertainty of future events or outcomes, although not all forward-looking statements contain such identifying words. The forward-looking statements in this Form 10-K speak only as of the date of this report; we disclaim any obligation to update these statements unless required by law, and we caution you not to rely on them unduly. Forward-looking statements are not assurances of future performance and involve risks and uncertainties. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks, contingencies and uncertainties include, but are not limited to, the following:

- the level of activity in the oil and gas industry;
- further or sustained declines in oil and gas prices, including those resulting from weak global demand;
- the timing, magnitude, probability and/or sustainability of any oil and gas price recovery;
- unique risks associated with our offshore operations;
- political, economic and regulatory uncertainties in our international operations;
- our ability to develop new technologies and products;
- our ability to protect our intellectual property rights;
- our ability to employ and retain skilled and qualified workers;
- the level of competition in our industry;
- operational safety laws and regulations;
- weather conditions and natural disasters; and
- policy changes domestically in the United States.

These and other important factors that could affect our operating results and performance are described in (1) Part I, Item 1A "Risk Factors" and in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K, and elsewhere within this Form 10-K, (2) our other reports and filings we make with the SEC from time to time and (3) other announcements we make from time to time. Should one or more of the risks or uncertainties described in the documents above or in this Form 10-K occur, or should underlying assumptions prove incorrect, our actual results, performance, achievements or plans could differ materially from those expressed or implied in any forward-looking statements. All such forward-looking statements in the Form 10-K are expressly qualified in their entirety by the cautionary statements in this section.

PART I

Item 1. *Business*

General

Frank's International N.V. ("FINV") is a Netherlands limited liability company (*Naamloze Vennootschap*) and includes the activities of Frank's International C.V. ("FICV") and its wholly owned subsidiaries (either individually or together, as context requires, the "Company," "we," "us" and "our"). We were established in 1938 and are an industry-leading global provider of highly engineered tubular services, tubular fabrication and specialty well construction and well intervention solutions to the oil and gas industry. We provide our services to leading exploration and production companies in both offshore and onshore environments, with a focus on complex and technically demanding wells. We believe that we are one of the largest global providers of tubular services to the oil and gas industry.

Our Operations

Tubular services involve the handling and installation of multiple joints of pipe to establish a cased wellbore and the installation of smaller diameter pipe inside a cased wellbore to provide a conduit for produced oil and gas to reach the surface. The casing of a wellbore isolates the wellbore from the surrounding geologic formations and water table, provides well structure and pressure integrity, and allows well operators to target specific zones for production. Given the central role that our services play in the structural integrity, reliability and safety of a well, and the importance of efficient tubular services to managing the overall cost of a well, we believe that our role is vital to the overall process of producing oil and gas.

In addition to our services offerings, we design and manufacture certain products that we sell directly to external customers, including large outside diameter ("OD") pipe connectors. We also provide specialized fabrication and welding services in support of deep water projects in the U.S. Gulf of Mexico, including drilling and production risers, flowlines and pipeline end terminations, as well as long-length tubulars (up to 300 feet in length) for use as caissons or pilings. Finally, we distribute large OD pipe manufactured by third parties, and generally maintain an inventory of this pipe in order to support our pipe sales and distribution operations.

On November 1, 2016, we completed our acquisition of Blackhawk Group Holdings, Inc., the ultimate parent company of Blackhawk Specialty Tools, LLC, ("Blackhawk"), a leading provider of well construction and well intervention rental equipment, services and products. The merger consideration was comprised of a combination of \$150.4 million of cash on hand and the issuance of 12.8 million shares of our common stock, for total consideration of \$294.6 million (based on our closing share price on October 31, 2016 of \$11.25 and including the working capital adjustments). The acquisition of this company resulted in a new segment for us and will allow us to combine Blackhawk's cementing tool expertise and well intervention services with our global tubular services. We will be able to offer our customers an integrated well construction solution across land, shelf and deepwater.

We offer our tubular services, tubular sales, and other well construction and well intervention rental equipment, products and services through our four operating segments: (1) International Services, (2) U.S. Services, (3) Tubular Sales and (4) Blackhawk, each of which is described in more detail in "Description of Business Segments."

The table below shows our consolidated revenue and each segment's external revenue and percentage of consolidated revenue for the periods indicated (revenue in thousands):

	Year Ended December 31,					
	2016		2015		2014	
	Revenue	Percent	Revenue	Percent	Revenue	Percent
International Services	\$ 237,207	48.7%	\$ 442,107	45.3%	\$ 537,259	46.6%
U.S. Services	152,827	31.3%	326,437	33.5%	439,638	38.1%
Tubular Sales	87,515	18.0%	206,056	21.2%	175,735	15.3%
Blackhawk (1)	9,982	2.0%	—	—%	—	—%
Total	\$ 487,531	100.0%	\$ 974,600	100.0%	\$ 1,152,632	100.0%

(1) We purchased Blackhawk in November 2016, which resulted in a new segment for us. As such, revenues are for the two months ended December 31, 2016.

Our Corporate Structure

We are a publicly traded company on the New York Stock Exchange ("NYSE"). As part of our initial public offering ("IPO") in August 2013, we issued 52,976,000 shares of our Series A convertible preferred stock (the "Preferred Stock") and a 25.7% limited partnership interest in FICV, our subsidiary, to Mosing Holdings, LLC, a Delaware limited liability company and affiliate of the Company with Mosing family entities as its shareholders ("Mosing Holdings"). Under our Amended Articles of Association, upon the written election of Mosing Holdings, each Preferred Share, together with a unit in FICV, our subsidiary, was convertible into a share of our common stock on a one-for-one basis.

On August 19, 2016, we received notice from Mosing Holdings exercising its right to exchange (the "Exchange Right") for an equivalent number of each of the following securities for common shares: (i) 52,976,000 Preferred Shares and (ii) 52,976,000 units in FICV. We issued 52,976,000 common shares to Mosing Holdings on August 26, 2016. As a result, there are no remaining issued Preferred Shares and the Mosing family beneficially owns approximately 173,752,764 of our common shares. As a result of the exchange, Mosing Holdings no longer has a minority interest holding in FICV.

Description of Business Segments

International Services

The International Services segment provides tubular services in international offshore markets and in several onshore international regions in approximately 60 countries on six continents. Our customers in these international markets are primarily large exploration and production companies, including integrated oil and gas companies and national oil and gas companies.

U.S. Services

The U.S. Services segment provides tubular services in the active onshore oil and gas drilling regions in the U.S., including the Permian Basin, Eagle Ford Shale, Haynesville Shale, Marcellus Shale, DJ Basin and Utica Shale, as well as in the U.S. Gulf of Mexico.

Tubular Sales

The Tubular Sales segment designs, manufactures and distributes large OD pipe, connectors and casing attachments and sells large OD pipe originally manufactured by various pipe mills. We also provide specialized fabrication and welding services in support of offshore projects, including drilling and production risers, flowlines and pipeline end terminations, as well as long-length tubulars (up to 300 feet in length) for use as caissons or pilings. This segment also designs and manufactures proprietary equipment for use in our International Services and U.S. Services segments.

Blackhawk

The Blackhawk segment provides well construction and well intervention rental equipment, services and products, in addition to cementing tool expertise, in the U.S. and Mexican Gulf of Mexico, onshore U.S. and other select international locations.

Financial Information About Segment and Geographic Areas

Segment financial and geographic information is provided in Part II, Item 8, Financial Statements and Supplementary Data, Note 22 - Segment Information of the Notes to the Consolidated Financial Statements.

Suppliers and Raw Materials

We acquire component parts, products and raw materials from suppliers, including foundries, forge shops, and original equipment manufacturers. The prices we pay for our raw materials may be affected by, among other things, energy, steel and other commodity prices, tariffs and duties on imported materials and foreign currency exchange rates. Certain of our product lines (pipe as well as supply composite and elastomer technologies) are only available from a limited number of suppliers (primarily in the Tubular and Blackhawk segments).

Our ability to source low cost raw materials and components, such as steel castings and forgings, is critical to our ability to manufacture our casing products competitively and, in turn, our ability to provide onshore and offshore casing services. In order to purchase raw materials and components in a cost effective manner, we have developed a broad international sourcing capability and we maintain quality assurance and testing programs to analyze and test these raw materials and components.

Patents

We currently hold multiple U.S. and international patents and have a number of pending patent applications. Although in the aggregate our patents and licenses are important to us, we do not regard any single patent or license as critical or essential to our business as a whole.

Seasonality

A substantial portion of our business is not significantly impacted by changing seasons. We can be impacted by hurricanes, ocean currents, winter storms and other disruptions.

Customers

Our customers consist primarily of oil and gas exploration and production companies, both U.S. and international, including major and independent companies, national oil companies and, on occasion, other service companies that have contractual obligations to provide casing and handling services or comparable services to Blackhawk. Demand for our services depends primarily upon the capital spending of oil and gas companies and the level of drilling activity in the U.S. and internationally. We do not believe the loss of any of our individual customers would have a material adverse effect on our business. In 2016, one customer accounted for more than 10% of our revenue. No single customer accounted for more than 10% of our revenue for the years ended December 31, 2015 and 2014.

We had one customer in our International Services segment, five customers in our U.S. Services segment, three customers in our Tubular Sales segment and two customers in our newly formed Blackhawk segment that accounted for more than 10% of each respective segment's revenue in 2016.

Competition

The markets in which we operate are competitive. We compete with a number of companies, some of which have financial and other resources greater than ours. The principal competitive factors in our markets are the quality, price and availability of products and services and a company's responsiveness to customer needs and its reputation for safety. In general, we face a larger number of smaller, more regionally-specific customers in the U.S. onshore market as compared to offshore markets, where larger competitors dominate.

We believe several factors give us a strong competitive position. In particular, we believe our products and services in each segment fulfill our customer's requirements for international capability, availability of tools, range of services provided, intellectual property, technological sophistication, quality assurance systems and availability of equipment, along with reputation and safety record. We seek to differentiate ourselves from our competitors by providing a rapid response to the needs of our customers, a high level of customer service and innovative product development initiatives. Although we have no single competitor across all of our product lines, we believe that Weatherford International represents our most direct competitor across our segments for providing tubular services, specialty well construction and well intervention rental equipment, products and services on an aggregate, global basis.

Market Environment

The demand for our products and services, particularly in our core offshore markets of West Africa and the U.S. Gulf of Mexico, continue to trend lower following consecutive years of decreased capital spending by our customers. Although oil and natural gas prices have risen meaningfully from the lows seen in 2016, they still remain below levels that would encourage meaningful increases in capital spending by our customers on the type of offshore exploration and development projects that historically generated the majority of our earnings. However, we do expect to see conditions improve in our U.S. onshore operating areas during 2017, as capital spending, rig count and activity have materially increased and some recovery in prices has been realized. We also expect to see additional revenues from market share growth in international land and shelf opportunities as well as from the recently acquired Blackhawk product and service lines. While these segments of our business are expected to contribute higher revenues in 2017, we do not expect our deepwater offshore tubular services to see improvement from 2016 and, therefore, we would not anticipate significant improvement in our operating margins.

Inventories and Working Capital

An important consideration for many of our customers in selecting a vendor is timely availability of the product or service. Often customers will pay a premium for earlier or immediate availability because of the cost of delays in critical operations. We aim to stock certain of our consumable products in regional warehouses around the world so we can have these products available for our customers when needed. This availability is especially critical for our proprietary products, causing us to carry inventories for these products. For critical capital items for which demand is expected to be strong, we often build certain items before we have a firm order. Having such goods available on short notice can be of great value to our customers.

Environmental, Occupational Health and Safety Regulation

Our operations are subject to numerous stringent and complex laws and regulations governing the emission and discharge of materials into the environment, health and safety aspects of our operations, or otherwise relating to human health and environmental protection. Failure to comply with these laws or regulations or to obtain or comply with permits may result in the assessment of administrative, civil and criminal penalties, imposition of remedial or corrective action requirements, and the imposition of orders or injunctions to prohibit or restrict certain activities or force future compliance.

Numerous governmental authorities, such as the U.S. Environmental Protection Agency ("EPA"), analogous state agencies and, in certain circumstances, citizens' groups, have the power to enforce compliance with these laws and regulations and the permits issued under them. Certain environmental laws may impose joint and several liability, without regard to fault or the legality of the original conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. The trend in environmental regulation has been to impose increasingly stringent restrictions and limitations on activities that may impact the environment, and thus, any changes in environmental laws and regulations or in enforcement policies that result in more stringent and costly waste handling, storage, transport, disposal, or remediation requirements could have a material adverse effect on our operations and financial position. Moreover, accidental releases or spills of regulated substances may occur in the course of our operations, and we cannot assure that we will not incur significant costs and liabilities as a result of such releases or spills, including any third-party claims for damage to property, natural resources or persons.

The following is a summary of the more significant existing environmental, health and safety laws and regulations to which our business operations are subject and for which compliance could have a material adverse impact on our capital expenditures, results of operations or financial position.

Hazardous Substances and Waste

The Resource Conservation and Recovery Act (“RCRA”) and comparable state statutes, regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Under the auspices of the EPA, the individual states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements. We are required to manage the transportation, storage and disposal of hazardous and non-hazardous wastes in compliance with RCRA.

The Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”), also known as the Superfund law, imposes joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. These persons include the owner or operator of the site where the release occurred, and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. We currently own, lease, or operate numerous properties that have been used for manufacturing and other operations for many years. We also contract with waste removal services and landfills. These properties and the substances disposed or released on them may be subject to CERCLA, RCRA and analogous state laws. Under such laws, we could be required to remove previously disposed substances and wastes, remediate contaminated property, or perform remedial operations to prevent future contamination. In addition, it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by hazardous substances released into the environment.

Water Discharges

The Federal Water Pollution Control Act (the “Clean Water Act”) and analogous state laws impose restrictions and strict controls with respect to the discharge of pollutants, including spills and leaks of oil and other substances, into waters of the United States. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. A responsible party includes the owner or operator of a facility from which a discharge occurs. The Clean Water Act and analogous state laws provide for administrative, civil and criminal penalties for unauthorized discharges and, together with the Oil Pollution Act of 1990, impose rigorous requirements for spill prevention and response planning, as well as substantial potential liability for the costs of removal, remediation, and damages in connection with any unauthorized discharges. Pursuant to these laws and regulations, we may be required to obtain and maintain approvals or permits for the discharge of wastewater or storm water from our operations and may be required to develop and implement spill prevention, control and countermeasure plans, also referred to as “SPCC plans,” in connection with on-site storage of significant quantities of oil, including refined petroleum products. We maintain all required discharge permits necessary to conduct our operations, and we believe we are in substantial compliance with their terms.

Air Emissions

The federal Clean Air Act and comparable state laws regulate emissions of various air pollutants through air emissions permitting programs and the imposition of other emission control requirements. In addition, the EPA has developed, and continues to develop, stringent regulations governing emissions of toxic air pollutants at specified sources. Non-compliance with air permits or other requirements of the federal Clean Air Act and associated state laws and regulations can result in the imposition of administrative, civil and criminal penalties, as well as the issuance of orders or injunctions limiting or prohibiting non-compliant operations. Over the next several years, we may be required to incur certain capital expenditures for air pollution control equipment or other air emissions related issues. For example, in October 2015, the EPA lowered the National Ambient Air Quality Standard, or NAAQS, for ozone from 75 to 70 parts per billion. State implementation of the revised NAAQS could result in stricter air emissions permitting requirements, delay or prohibit our ability to obtain such permits, and result in increased expenditures for pollution control equipment, the costs of which could be significant. We do not believe that any of our operations are subject to the federal Clean Air Act permitting or regulatory requirements for major sources of air emissions, but some of our facilities could be subject to state “minor source” air permitting requirements and other state regulatory requirements applicable to air emissions.

Climate Change

The EPA has determined that emissions of carbon dioxide, methane and other “greenhouse gases” present an endangerment to public health and the environment because emissions of such gases are contributing to warming of the Earth’s atmosphere and other climatic changes. Based on these findings, the EPA has begun adopting and implementing regulations to restrict emissions of greenhouse gases under existing provisions of the federal Clean Air Act. The EPA has proposed various measures regulating the emission of greenhouse gases, including proposed performance standards for new and existing power plants, and pre-construction and operating permit requirements for certain large stationary sources already

subject to the Clean Air Act. The EPA has also adopted rules requiring the reporting of greenhouse gas emissions from specified large greenhouse gas emission sources in the United States, as well as onshore oil and gas production facilities, on an annual basis.

In addition, the United States Congress has from time to time considered adopting legislation to reduce emissions of greenhouse gases and many of the states have already taken legal measures to reduce emissions of greenhouse gases. For example, the state of California has adopted a "cap and trade program" that requires major sources of greenhouse gas emissions to acquire and surrender emission allowances. The number of allowances available for purchase is reduced each year in an effort to achieve the overall greenhouse gas emission reduction goal.

The adoption of legislation or regulatory programs in the U.S. or abroad designed to reduce emissions of greenhouse gases could require us to incur increased operating costs, such as costs to purchase and operate emissions control systems, to acquire emissions allowances or comply with new regulatory or reporting requirements. For example, in May 2016, the EPA finalized rules that establish new controls for emissions of methane from new, modified or reconstructed sources in the oil and natural gas source category, including production, processing, transmission and storage activities. The rules include first-time standards to address emissions of methane from equipment and processes across the source category, including hydraulically fractured oil and natural gas well completions. The federal Bureau of Land Management ("BLM") finalized similar rules in November 2016 that seek to limit methane emissions from oil and gas exploration and production activities on federal lands by restricting venting and flaring of gas, as well as the imposition of enhanced leak detection and repair requirements for certain equipment. These rules have the potential to impose significant costs on our customers. Also, new legislation or regulatory programs related to the control of greenhouse gas emissions could increase the cost of consuming, and thereby reduce demand for, the oil and gas produced by our customers. Consequently, legislation and regulatory programs to reduce emissions of greenhouse gases could have an adverse effect on our business, financial condition and results of operations. Finally, it should be noted that some scientists have concluded that increasing concentrations of greenhouse gases in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climatic events. If any such effects were to occur, they could have an adverse effect on our business, financial condition and results of operations.

Hydraulic Fracturing

Hydraulic fracturing is an important and common practice in the oil and gas industry. The process involves the injection of water, sand and chemicals under pressure into a formation to fracture the surrounding rock and stimulate production of hydrocarbons. While we may provide supporting products through Blackhawk, we do not perform hydraulic fracturing, but many of our customers utilize this technique. Certain environmental advocacy groups and regulatory agencies have suggested that additional federal, state and local laws and regulations may be needed to more closely regulate the hydraulic fracturing process, and have made claims that hydraulic fracturing techniques are harmful to surface water and drinking water resources and may cause earthquakes. Various governmental entities (within and outside the United States) are in the process of studying, restricting, regulating or preparing to regulate hydraulic fracturing, directly or indirectly. For example, the EPA has already begun to regulate certain hydraulic fracturing operations involving diesel under the Underground Injection Control program of the federal Safe Drinking Water Act, and conducted a study to determine if additional regulation of hydraulic fracturing is warranted. In December 2016, the EPA released its final report on the potential impacts of hydraulic fracturing on drinking water resources, which concluded "water cycle" activities associated with hydraulic fracturing may impact drinking water sources "under some circumstances," noting that the following hydraulic fracturing water cycle activities and local - or regional - scale factors are more likely than others to result in more frequent or more severe impacts: water withdrawals for fracturing in times or areas of low water availability; surface spills during the management of fracturing fluids, chemicals or produced water; injection of fracturing fluids into wells with inadequate mechanical integrity; injection of fracturing fluids directly into groundwater resources; discharge of inadequately treated fracturing wastewater to surface waters; and disposal or storage of fracturing wastewater in unlined pits. In addition, the BLM finalized rules in March 2015 that impose new or more stringent standards for performing hydraulic fracturing on federal and American Indian lands. The U.S. District Court of Wyoming struck down these rules, but the decision has been appealed to the 10th Circuit Court of Appeals. A final decision has not yet been issued. The adoption of legislation or regulatory programs that restrict hydraulic fracturing could adversely affect, reduce or delay well drilling and completion activities, increase the cost of drilling and production, and thereby reduce demand for our services.

Employee Health and Safety

We are subject to a number of federal and state laws and regulations, including the Occupational Safety and Health Act ("OSHA") and comparable state statutes, establishing requirements to protect the health and safety of workers. In addition, the OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of the federal

Superfund Amendment and Reauthorization Act and comparable state statutes require that information be maintained concerning hazardous materials used or produced in our operations and that this information be provided to employees, state and local government authorities and the public. Substantial fines and penalties can be imposed and orders or injunctions limiting or prohibiting certain operations may be issued in connection with any failure to comply with laws and regulations relating to worker health and safety.

We also operate in non-U.S. jurisdictions, which may impose similar legal requirements. We do not believe that compliance with existing environmental laws and regulations will have a material adverse impact on us. However, we also believe that it is reasonably likely that the trend in environmental legislation and regulation will continue toward stricter standards and, thus, we cannot give any assurance that we will not be adversely affected in the future.

Operating Risk and Insurance

We maintain insurance coverage of types and amounts that we believe to be customary and reasonable for companies of our size and with similar operations. In accordance with industry practice, however, we do not maintain insurance coverage against all of the operating risks to which our business is exposed. Therefore, there is a risk our insurance program may not be sufficient to cover any particular loss or all losses.

Currently, our insurance program includes, among other things, general liability, umbrella liability, sudden and accidental pollution, personal property, vehicle, workers' compensation, and employer's liability coverage. Our insurance includes various limits and deductibles or retentions, which must be met prior to or in conjunction with recovery.

Employees

At December 31, 2016, we had approximately 3,000 employees worldwide. We are a party to collective bargaining agreements or other similar arrangements in certain international areas in which we operate, such as Brazil, Asia Pacific, Africa and Europe. We consider our relations with our employees to be satisfactory.

Available Information

Our principal executive offices are located at Mastenmakersweg 1, 1786 PB Den Helder, the Netherlands, and our telephone number at that address is +31 (0)22 367 0000. Our primary U.S. offices are located at 10260 Westheimer Rd., Houston, Texas 77042, and our telephone number at that address is (281) 966-7300. Our website address is www.franksinternational.com, and we make available free of charge through our website our Annual Reports on Form 10-K, Proxy Statements, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports, as soon as reasonably practicable after such materials are electronically filed with or furnished to the SEC. Our website also includes general information about us, including our Corporate Governance Guidelines and charters for the Audit Committee, Compensation Committee and Nominating and Governance Committee of our Board of Supervisory Directors. We may from time to time provide important disclosures to investors by posting them in the investor relations section of our website, as allowed by SEC rules. Information on our website or any other website is not incorporated by reference herein and does not constitute a part of this report.

Our common stock is traded on the NYSE under the symbol ("FI").

Materials we file with the SEC may be inspected without charge and copied, upon payment of a duplicating fee, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet website at www.sec.gov that contains reports, proxy and information statements, and other information regarding our company that we file electronically with the SEC.

Item 1A. Risk Factors

Risks Related to Our Business

You should carefully consider the risks described below together with the other information contained in this Form 10-K. Realization of any of the following risks could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Our business depends on the level of activity in the oil and gas industry, which is significantly affected by oil and gas prices and other factors.

Our business depends on the level of activity in oil and gas exploration, development and production in market sectors worldwide. Oil and gas prices and market expectations of potential changes in these prices significantly affect this level of activity. However, higher commodity prices do not necessarily translate into increased drilling or well construction and completion activity, since customers' expectations of future commodity prices typically drive demand for our services. The availability of quality drilling prospects, exploration success, relative production costs, the stage of reservoir development and political and regulatory environments also affect the demand for our services. Worldwide military, political and economic events have in the past contributed to oil and gas price volatility and are likely to do so in the future. The demand for our services may be affected by numerous factors, including:

- the level of worldwide oil and gas exploration and production;
- the cost of exploring for, producing and delivering oil and gas;
- demand for energy, which is affected by worldwide economic activity and population growth;
- the level of excess production capacity;
- the discovery rate of new oil and gas reserves;
- the ability of OPEC to set and maintain production levels for oil;
- the level of production by non-OPEC countries;
- U.S. and global political and economic uncertainty, socio-political unrest and instability or hostilities;
- demand for, availability of and technological viability of, alternative sources of energy; and
- technological advances affecting energy exploration, production, transportation and consumption.

Demand for our offshore services substantially depends on the level of activity in offshore oil and gas exploration, development and production. The level of offshore activity is historically cyclical and characterized by large fluctuations in response to relatively minor changes in a variety of factors, including oil and gas prices, which have had a material adverse effect on our business, financial condition and results of operations.

A significant amount of our U.S. onshore business is focused on unconventional shale resource plays. The demand for those services is substantially affected by oil and gas prices and market expectations of potential changes in these prices. Commodity prices have gone below a certain threshold for an extended period of time and demand for our services in the U.S. onshore market have been greatly reduced, having a material adverse effect on our business, financial condition and results of operations.

Oil and gas prices are extremely volatile and have fluctuated during the year ended December 31, 2016, with average daily prices for New York Mercantile Exchange West Texas Intermediate ranging from a low of approximately \$30/Bbl in February 2016 to a high of approximately \$52/Bbl in December 2016. Although average daily prices have increased slightly through 2017, any actual or anticipated reduction in oil or gas prices may reduce the level of exploration, drilling and production activities. The current price environment has already resulted in some capital budget reductions by our customers compared to prior years. Prolonged lower oil prices have resulted in softer demand for our services. Further, we have reduced pricing in some of our customer contracts in light of the volatility of the oil and gas market.

Furthermore, the oil and gas industry has historically experienced periodic downturns, which have been characterized by reduced demand for oilfield services and downward pressure on the prices we charge. A significant downturn in the oil and gas industry has adversely affected the demand for oilfield services and our business, financial condition and results of operations.

The downturn in the oil and gas industry has negatively affected and will likely continue to affect our ability to accurately predict customer demand, causing us to potentially hold excess or obsolete inventory and experience a reduction in gross margins and financial results.

We cannot accurately predict what or how many products our customers will need in the future. Orders are placed with our suppliers based on forecasts of customer demand and, in some instances, we may establish buffer inventories to accommodate anticipated demand. Our forecasts of customer demand are based on multiple assumptions, each of which may introduce errors into the estimates. In addition, many of our suppliers, such as those for certain of our standardized valves, require a longer lead time to provide products than our customers demand for delivery of our finished products. If we overestimate customer demand, we may allocate resources to the purchase of material or manufactured products that we may not be able to sell when we expect to, if at all. As a result, we would hold excess or obsolete inventory, which would reduce gross margin and adversely affect financial results. Conversely, if we underestimate customer demand or if insufficient manufacturing capacity is available, we would miss revenue opportunities and potentially lose market share and damage our customer relationships. In addition, any future significant cancellations or deferrals of product orders or the return of previously sold products could materially and adversely affect profit margins, increase product obsolescence and restrict our ability to fund our operations.

Physical dangers are inherent in our operations and may expose us to significant potential losses. Personnel and property may be harmed during the process of drilling for oil and gas.

Drilling for and producing oil and gas, and the associated services that we provide, include inherent dangers that may lead to property damage, personal injury, death or the discharge of hazardous materials into the environment. Many of these events are outside our control. Typically, we provide services at a well site where our personnel and equipment are located together with personnel and equipment of our customers and third parties, such as other service providers. At many sites, we depend on other companies and personnel to conduct drilling operations in accordance with applicable environmental laws and regulations and appropriate safety standards. From time to time, personnel are injured or equipment or property is damaged or destroyed as a result of accidents, failed equipment, faulty products or services, failure of safety measures, uncontained formation pressures, or other dangers inherent in drilling for oil and gas. With increasing frequency, our services are deployed on more challenging prospects, particularly deep water offshore drilling sites, where the occurrence of the types of events mentioned above can have an even more catastrophic impact on people, equipment and the environment. Such events may expose us to significant potential losses, which could adversely affect our business, financial condition and results of operations.

We are vulnerable to risks associated with our offshore operations that could negatively impact our business, financial condition and results of operations.

We conduct offshore operations in the U.S. Gulf of Mexico and almost every significant international offshore market, including Africa, Middle East, Latin America, Europe, the Asia Pacific region and several other producing regions. Our operations and financial results could be significantly impacted by conditions in some of these areas because we are vulnerable to certain unique risks associated with operating offshore, including those relating to:

- hurricanes, ocean currents and other adverse weather conditions;
- terrorist attacks, such as piracy;
- failure of offshore equipment and facilities;
- local and international political and economic conditions and policies and regulations related to offshore drilling;
- unavailability of offshore drilling rigs in the markets that we operate;
- the cost of offshore exploration for, and production and transportation of, oil and gas;

- successful exploration for, and production and transportation of, oil and gas from onshore sources;
- the availability and rate of discovery of new oil and gas reserves in offshore areas; and
- the ability of oil and gas companies to generate or otherwise obtain funds for exploration and production.

While the impact of these factors is difficult to predict, any one or more of these factors could adversely affect our business, financial condition and results of operations.

Our international operations and revenue expose us to political, economic and other uncertainties inherent to international business.

We have substantial international operations, and we intend to grow those operations further. For the years ended December 31, 2016, 2015 and 2014, international operations accounted for approximately 49%, 45% and 47%, respectively, of our revenue. Our international operations are subject to a number of risks inherent in any business operating in foreign countries, including, but not limited to, the following:

- political, social and economic instability;
- potential expropriation, seizure or nationalization of assets;
- deprivation of contract rights;
- increased operating costs;
- inability to collect revenues due to shortages of convertible currency;
- unwillingness of foreign governments to make new onshore and offshore areas available for drilling;
- civil unrest and protests, strikes, acts of terrorism, war or other armed conflict;
- import/export quotas;
- confiscatory taxation or other adverse tax policies;
- continued application of foreign tax treaties;
- currency exchange controls;
- currency exchange rate fluctuations and devaluations;
- restrictions on the repatriation of funds; and
- other forms of government regulation which are beyond our control.

Instability and disruptions in the political, regulatory, economic and social conditions of the foreign countries in which we conduct business, including economically and politically volatile areas such as Africa, the Middle East, Latin America and the Asia Pacific region, could cause or contribute to factors that could have an adverse effect on the demand for the products and services we provide. Worldwide political, economic, and military events have contributed to oil and gas price volatility and are likely to continue to do so in the future. Depending on the market prices of oil and gas, oil and gas exploration and development companies may cancel or curtail their drilling programs, thereby reducing demand for our services.

While the impact of these factors is difficult to predict, any one or more of these factors could adversely affect our business, financial condition and results of operations.

To compete in our industry, we must continue to develop new technologies and products to support our tubular and other well construction services, secure and maintain patents related to our current and new technologies and products and protect and enforce our intellectual property rights.

The markets for our tubular and other well construction services are characterized by continual technological developments. While we believe that the proprietary products we have developed provide us with technological advances in providing services to our customers, substantial improvements in the scope and quality of the products in the market we operate may occur over a short period of time. If we are not able to develop commercially competitive products in a timely manner in response, our ability to service our customers' demands may be adversely affected. Our future ability

to develop new products in order to support our services depends on our ability to design and produce products that allow us to meet the needs of our customers and third parties on an integrated basis, and obtain and maintain patent protection.

We may encounter resource constraints, technical barriers, or other difficulties that would delay introduction of new services and related products in the future. Our competitors may introduce new products or obtain patents before we do and achieve a competitive advantage. Additionally, the time and expense invested in product development may not result in commercial applications.

We currently hold multiple U.S. and international patents and have multiple pending patent applications for products and processes. Patent rights give the owner of a patent the right to exclude third parties from making, using, selling, and offering for sale the inventions claimed in the patents in the applicable country. Patent rights do not necessarily grant the owner of a patent the right to practice the invention claimed in a patent, but merely the right to exclude others from practicing the invention claimed in the patent. It may also be possible for a third party to design around our patents. Furthermore, patent rights have strict territorial limits. Some of our work will be conducted in international waters and would, therefore, not fall within the scope of any country's patent jurisdiction. We may not be able to enforce our patents against infringement occurring in international waters and other "non-covered" territories. Also, we do not have patents in every jurisdiction in which we conduct business and our patent portfolio will not protect all aspects of our business and may relate to obsolete or unusual methods, which would not prevent third parties from entering the same market.

We attempt to limit access to and distribution of our technology and trade secrets by customarily entering into confidentiality agreements with our employees, customers and potential customers and suppliers. However, our rights in our confidential information, trade secrets, and confidential know-how will not prevent third parties from independently developing similar information. Publicly available information (for example, information in expired issued patents, published patent applications, and scientific literature) can also be used by third parties to independently develop technology. We cannot provide assurance that this independently developed technology will not be equivalent or superior to our proprietary technology.

In addition, we may become involved in legal proceedings from time to time to protect and enforce our intellectual property rights. Third parties from time to time may initiate litigation against us by asserting that the conduct of our business infringes, misappropriates or otherwise violates intellectual property rights. We may not prevail in any such legal proceedings related to such claims, and our products and services may be found to infringe, impair, misappropriate, dilute or otherwise violate the intellectual property rights of others. Any legal proceeding concerning intellectual property could be protracted and costly and is inherently unpredictable and could have a material adverse effect on our business, regardless of its outcome. Further, our intellectual property rights may not have the value that management believes them to have and such value may change over time as we and others develop new product designs and improvements.

Our tubular and other well construction services may be adversely affected by various laws and regulations in countries in which we operate relating to the equipment and operation of drilling units, oil and gas exploration and development, as well as import and export activities.

Governments in some foreign countries have been increasingly active in regulating and controlling the ownership of concessions and companies holding concessions, the exploration for oil and gas and other aspects of the oil and gas industries in their countries, including local content requirements for participating in tenders for certain tubular and well construction services. We operate in several of these countries, including Angola, Nigeria, Indonesia, Malaysia, Brazil and Canada. Many governments favor or effectively require that contracts be awarded to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. These practices may result in inefficiencies or put us at a disadvantage when we bid for contracts against local competitors.

In addition, the shipment of goods, services and technology across international borders subjects us to extensive trade laws and regulations. Our import and export activities are governed by unique customs laws and regulations in each of the countries where we operate. Moreover, many countries control the import and export of certain goods, services and technology and impose related import and export recordkeeping and reporting obligations. Governments

also may impose economic sanctions against certain countries, persons and other entities that may restrict or prohibit transactions involving such countries, persons and entities, and we are also subject to the U.S. anti-boycott law. In addition, certain anti-dumping regulations in the foreign countries in which we operate may prohibit us from purchasing pipe from certain suppliers.

The laws and regulations concerning import and export activity, recordkeeping and reporting, import and export control and economic sanctions are complex and constantly changing. These laws and regulations may be enacted, amended, enforced or interpreted in a manner materially impacting our operations. A global economic downturn may increase some foreign governments' efforts to enact, enforce, amend or interpret laws and regulations as a method to increase revenue. Materials that we import can be delayed and denied for varying reasons, some of which are outside our control and some of which may result from failure to comply with existing legal and regulatory regimes. Shipping delays or denials could cause unscheduled operational downtime. Any failure to comply with these applicable legal and regulatory obligations also could result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from government contracts, seizure of shipments and loss of import and export privileges.

We may be exposed to unforeseen risks in our services and product manufacturing, which could adversely affect our results of operations.

We operate a number of manufacturing facilities to support our tubular and other well construction services. In addition, we also manufacture certain products, including large OD pipe connectors that we sell directly to external customers. The equipment and management systems necessary for such operations may break down, perform poorly or fail, resulting in fluctuations in manufacturing efficiencies. Additionally, some of our U.S. onshore business may be conducted under fixed price or "turnkey" contracts. Under fixed price contracts, we agree to perform a defined scope of work for a fixed price. Prices for these contracts are based largely upon estimates and assumptions relating to project scope and specifications, personnel and material needs.

Fluctuations in our manufacturing process and inaccurate estimates and assumptions used in our projects may occur due to factors out of our control, resulting in cost overruns, which we may be required to absorb and could have a material adverse effect on our business, financial condition and results of operations. Such fluctuations or incorrect estimates may affect our ability to deliver services and products to our customers on a timely basis and we may suffer financial penalties and a diminution of our commercial reputation and future product orders, which could adversely affect our business, financial condition and results of operations.

We may be unable to employ a sufficient number of skilled and qualified workers to sustain or expand our current operations.

The delivery of our tubular and other well construction services requires personnel with specialized skills and experience. Our ability to be productive and profitable will depend upon our ability to employ and retain skilled workers. In addition, our ability to expand our operations depends in part on our ability to increase the size of our skilled labor force. The demand for skilled workers is high, the supply can be limited in certain jurisdictions, and the cost to attract and retain qualified personnel has increased over the past few years. In addition, we are currently a party to collective bargaining or similar agreements in certain international areas in which we operate, which could result in increases in the wage rates that we must pay to retain our employees. Furthermore, a significant increase in the wages paid by competing employers could result in a reduction of our skilled labor force, increases in the wage rates that we must pay, or both. If any of these events were to occur, our capacity could be diminished, our ability to respond quickly to customer demands or strong market conditions may be inhibited and our growth potential could be impaired, any of which could have a material adverse effect on our business, financial condition and results of operations.

We operate in an intensively competitive industry, and if we fail to compete effectively, our business will suffer.

Our competitors may attempt to increase their market share by reducing prices, or our customers may adopt competing technologies. The drilling industry is driven primarily by cost minimization, and our strategy is aimed at reducing drilling costs through the application of new technologies. Our competitors, many of whom have a more diverse product line and access to greater amounts of capital than we do, have the ability to compete against the cost

savings generated by our technology by reducing prices and by introducing competing technologies. Our competitors may also have the ability to offer bundles of products and services to customers that we do not offer. We have limited resources to sustain prolonged price competition and maintain the level of investment required to continue the commercialization and development of our new technologies. Any failure to continue to do so could adversely affect our business, financial condition or results of operations.

Our business depends upon our ability to source low cost raw materials and components, such as steel castings and forgings. Increased costs of raw materials and other components may result in increased operating expenses.

Our ability to source low cost raw materials and components, such as steel castings and forgings, is critical to our ability to manufacture our drilling products competitively and, in turn, our ability to provide onshore and offshore drilling services. Should our current suppliers be unable to provide the necessary raw materials or components or otherwise fail to deliver such materials and components timely and in the quantities required, resulting delays in the provision of products or services to customers could have a material adverse effect on our business.

In particular, we have experienced increased costs in recent years due to rising steel prices. There is also strong demand within the industry for forgings, castings and outsourced coating services necessary for us to make our products. We cannot assure that we will be able to continue to purchase these raw materials on a timely basis or at historical prices. Our results of operations may be adversely affected by our inability to manage the rising costs and availability of raw materials and components used in our products.

We are subject to the risk of supplier concentration.

Certain of our product lines (in the Tubular Sales Segment - 18.0% of revenue for the year ended December 31, 2016 and Blackhawk Segment - 2.0% of revenue for the two months ended December 31, 2016) depend on a limited number of third party suppliers. The suppliers for the Tubular Sales Segment are concentrated in Japan (2) and Germany (2) and are vendors for pipe (driven by customer requirements) while the two suppliers for the Blackhawk Segment are concentrated in the U.S. and are suppliers for supply composite and elastomer technologies. As a result of this concentration in some of our supply chains, our business and operations could be negatively affected if our key suppliers were to experience significant disruptions affecting the price, quality, availability or timely delivery of their products. The partial or complete loss of any one of our key suppliers, or a significant adverse change in the relationship with any of these suppliers, through consolidation or otherwise, would limit our ability to manufacture or sell certain of our products.

Our tubular and other well construction services are provided in connection with operations that are subject to potential hazards inherent in the oil and gas industry, and, as a result, we are exposed to potential liabilities that may affect our financial condition and reputation.

Our tubular and other well construction services are provided in connection with potentially hazardous drilling, completion and production applications in the oil and gas industry where an accident can potentially have catastrophic consequences. This is particularly true in deep water operations. Risks inherent to these applications, such as equipment malfunctions and failures, equipment misuse and defects, explosions, blowouts and uncontrollable flows of oil, gas or well fluids and natural disasters, on land or in deep water or shallow water environments, can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruption and damage to or destruction of property, surface water and drinking water resources, equipment and the environment. If our services fail to meet specifications or are involved in accidents or failures, we could face warranty, contract, fines or other litigation claims, which could expose us to substantial liability for personal injury, wrongful death, property damage, loss of oil and gas production, pollution and other environmental damages. Our insurance policies may not be adequate to cover all liabilities. Further, insurance may not be generally available in the future or, if available, insurance premiums may make such insurance commercially unjustifiable. Moreover, even if we are successful in defending a claim, it could be time-consuming and costly to defend.

In addition, the frequency and severity of such incidents will affect operating costs, insurability and relationships with customers, employees and regulators. In particular, our customers may elect not to purchase our services if they

view our safety record as unacceptable, which could cause us to lose customers and substantial revenues. In addition, these risks may be greater for us because we may acquire companies that have not allocated significant resources and management focus to safety and have a poor safety record requiring rehabilitative efforts during the integration process and we may incur liabilities for losses before such rehabilitation occurs.

The imposition of stringent restrictions or prohibitions on offshore drilling by any governing body may have a material adverse effect on our business.

Events in recent years have heightened environmental and regulatory concerns about the oil and gas industry. From time to time, governing bodies have enacted and may propose legislation or regulations that would materially limit or prohibit offshore drilling in certain areas. If laws are enacted or other governmental action is taken that restrict or prohibit offshore drilling in our expected areas of operation, our expected future growth in offshore services could be reduced and our business could be materially adversely affected.

For example, in April 2015 the Bureau of Safety and Environmental Enforcements published a proposed rule containing more stringent standards relating to well control equipment used in connection with offshore well drilling operations. The proposed standards focus on blowout preventers, along with well design, well control, casing, cementing, real-time well monitoring, and subsea containment requirements. If the new regulations, operating procedures and possibility of increased legal liability are viewed by our current or future customers as a significant increased financial burden on drilling projects in the U.S. Gulf of Mexico for other potentially more profitable regions, drillships and other floating rigs could depart the U.S. Gulf of Mexico, which would likely affect the supply and demand for our equipment and services. In addition, government agencies could issue new safety and environmental guidelines or regulations for drilling in the U.S. Gulf of Mexico that could disrupt or delay drilling operations, increase the cost of drilling operations or reduce the area of operations for drilling. All of these uncertainties could result in a reduced demand for our equipment and services, which could have an adverse effect on our business.

We may not be fully indemnified against financial losses in all circumstances where damage to or loss of property, personal injury, death or environmental harm occur.

As is customary in our industry, our contracts typically provide that our customers indemnify us for claims arising from the injury or death of their employees, the loss or damage of their equipment, damage to the reservoir and pollution emanating from the customer's equipment or from the reservoir (including uncontained oil flow from a reservoir). Conversely, we typically indemnify our customers for claims arising from the injury or death of our employees, the loss or damage of our equipment, or pollution emanating from our equipment. Our contracts typically provide that our customer will indemnify us for claims arising from catastrophic events, such as a well blowout, fire or explosion.

Our indemnification arrangements may not protect us in every case. For example, from time to time (i) we may enter into contracts with less favorable indemnities or perform work without a contract that protects us, (ii) our indemnity arrangements may be held unenforceable in some courts and jurisdictions or (iii) we may be subject to other claims brought by third parties or government agencies. Furthermore, the parties from which we seek indemnity may not be solvent, may become bankrupt, may lack resources or insurance to honor their indemnities, or may not otherwise be able to satisfy their indemnity obligations to us. The lack of enforceable indemnification could expose us to significant potential losses.

Further, our assets generally are not insured against loss from political violence such as war, terrorism or civil unrest. If any of our assets are damaged or destroyed as a result of an uninsured cause, we could recognize a loss of those assets.

We may incur liabilities, fines, penalties or additional costs, or we may be unable to provide services to certain customers, if we do not maintain safe operations.

If we fail to comply with safety regulations or maintain an acceptable level of safety in connection with our tubular or other well construction services, we may incur fines, penalties or other liabilities or may be held criminally liable. We expect to incur additional costs over time to upgrade equipment or conduct additional training or otherwise incur

costs in connection with compliance with safety regulations. Failure to maintain safe operations or achieve certain safety performance metrics could disqualify us from doing business with certain customers, particularly major oil companies. Because we provide tubular and other well construction services to a large number of major oil companies, any such failure could adversely affect our business, financial condition and results of operations.

The industry in which we operate is undergoing continuing consolidation that may impact results of operations.

Some of our largest customers have consolidated in recent years and are using their size and purchasing power to achieve economies of scale and pricing concessions. This consolidation may result in reduced capital spending by such customers or the acquisition of one or more of our other primary customers, which may lead to decreased demand for our products and services. If we cannot maintain sales levels for customers that have consolidated or replace such revenues with increased business activities from other customers, this consolidation activity could have a significant negative impact on our business, financial condition and results of operations. We are unable to predict what effect consolidations in our industry may have on prices, capital spending by customers, selling strategies, competitive position, ability to retain customers or ability to negotiate favorable agreements with customers.

Our operations and our customers' operations are subject to a variety of governmental laws and regulations that may increase our costs, limit the demand for our services and products or restrict our operations.

Our business and our customers' businesses may be significantly affected by:

- federal, state and local and non-U.S. laws and other regulations relating to oilfield operations, worker safety and protection of the environment;
- changes in these laws and regulations; and
- the level of enforcement of these laws and regulations.

In addition, we depend on the demand for our services and products from the oil and gas industry. This demand is affected by changing taxes, price controls and other laws and regulations relating to the oil and gas industry in general. For example, the adoption of laws and regulations curtailing exploration and development drilling for oil and gas for economic or other policy reasons could adversely affect our operations by limiting demand for our products. In addition, some non-U.S. countries may adopt regulations or practices that give advantage to indigenous oil companies in bidding for oil leases, or require indigenous companies to perform oilfield services currently supplied by international service companies. To the extent that such companies are not our customers, or we are unable to develop relationships with them, our business may suffer. We cannot determine the extent to which our future operations and earnings may be affected by new legislation, new regulations or changes in existing regulations.

Because of our non-U.S. operations and sales, we are also subject to changes in non-U.S. laws and regulations that may encourage or require hiring of local contractors or require non-U.S. contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. If we fail to comply with any applicable law or regulation, our business, financial condition and results of operations may be adversely affected.

An inability to obtain visas and work permits for our employees on a timely basis could negatively affect our operations and have an adverse effect on our business.

Our ability to provide services worldwide depends on our ability to obtain the necessary visas and work permits for our personnel to travel in and out of, and to work in, the jurisdictions in which we operate. Governmental actions in some of the jurisdictions in which we operate may make it difficult for us to move our personnel in and out of these jurisdictions by delaying or withholding the approval of these permits. If we are not able to obtain visas and work permits for the employees we need for conducting our tubular and other well construction services on a timely basis, we might not be able to perform our obligations under our contracts, which could allow our customers to cancel the contracts. If our customers cancel some of our contracts, and we are unable to secure new contracts on a timely basis and on substantially similar terms, our business, financial condition and results of operations could be materially adversely affected.

Our operations are subject to environmental and operational safety laws and regulations that may expose us to significant costs and liabilities.

Our operations are subject to numerous stringent and complex laws and regulations governing the discharge of materials into the environment, health and safety aspects of our operations, or otherwise relating to occupational health and safety and environmental protection. These laws and regulations may, among other things, regulate the management and disposal of hazardous and non-hazardous wastes; require acquisition of environmental permits related to our operations; restrict the types, quantities, and concentrations of various materials that can be released into the environment; limit or prohibit operational activities in certain ecologically sensitive and other protected areas; regulate specific health and safety criteria addressing worker protection; require compliance with operational and equipment standards; impose testing, reporting and record-keeping requirements; and require remedial measures to mitigate pollution from former and ongoing operations. Failure to comply with these laws and regulations or to obtain or comply with permits may result in the assessment of administrative, civil and criminal penalties, imposition of remedial or corrective action requirements and the imposition of injunctions to prohibit certain activities or force future compliance. Certain environmental laws may impose joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment.

The trend in environmental regulation has been to impose increasingly stringent restrictions and limitations on activities that may impact the environment. The implementation of new laws and regulations could result in materially increased costs, stricter standards and enforcement, larger fines and liability and increased capital expenditures and operating costs, particularly for our customers.

Our operations in countries outside of the United States are subject to a number of U.S. federal laws and regulations, including restrictions imposed by the Foreign Corrupt Practices Act, as well as trade sanctions administered by the Office of Foreign Assets Control and the Commerce Department.

We operate internationally and in some countries with high levels of perceived corruption commonly gauged according to the Transparency International Corruption Perceptions Index. We must comply with complex foreign and U.S. laws including the United States Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act 2010 and the United Nations Convention Against Corruption, which prohibit engaging in certain activities to obtain or retain business or to influence a person working in an official capacity. We do business and may in the future do additional business in countries and regions in which we may face, directly or indirectly, corrupt demands by officials, tribal or insurgent organizations, or by private entities in which corrupt offers are expected or demanded. Furthermore, many of our operations require us to use third parties to conduct business or to interact with people who are deemed to be governmental officials under the anticorruption laws. Thus, we face the risk of unauthorized payments or offers of payments or other things of value by our employees, contractors or agents. It is our policy to implement compliance procedures to prohibit these practices. However, despite those safeguards and any future improvements to them, our employees, contractors, and agents may engage in conduct for which we might be held responsible, regardless of whether such conduct occurs within or outside the United States. We may also be held responsible for any violations by an acquired company that occur prior to an acquisition, or subsequent to the acquisition but before we are able to institute our compliance procedures. In addition, our non-U.S. competitors that are not subject to the FCPA or similar anticorruption laws may be able to secure business or other preferential treatment in such countries by means that such laws prohibit with respect to us. A violation of any of these laws, even if prohibited by our policies, may result in severe criminal and/or civil sanctions and other penalties, and could have a material adverse effect on our business. Actual or alleged violations could damage our reputation, be expensive to defend, and impair our ability to do business.

Compliance with U.S. regulations on trade sanctions and embargoes administered by the United States Department of the Treasury’s Office of Foreign Assets Control (“OFAC”) also poses a risk to us. We cannot provide products or services to certain countries subject to U.S. or other international trade sanctions. Furthermore, the laws and regulations concerning import activity, export recordkeeping and reporting, export control and economic sanctions are complex and constantly changing. Any failure to comply with applicable legal and regulatory trading obligations could result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from governmental contracts, seizure of shipments and loss of import and export privileges.

Compliance with and changes in laws could be costly and could affect operating results.

We have operations in the U.S. and in approximately 60 countries that can be impacted by expected and unexpected changes in the legal and business environments in which we operate. Political instability and regional issues in many of the areas in which we operate may contribute to such changes with greater significance or frequency. Our ability to manage our compliance costs and compliance programs will impact our business, financial condition and results of operations. Compliance-related issues could also limit our ability to do business in certain countries. Changes that could impact the legal environment include new legislation, new regulations, new policies, investigations and legal proceedings and new interpretations of existing legal rules and regulations, in particular, changes in export control laws or exchange control laws, additional restrictions on doing business in countries subject to sanctions and changes in laws in countries where we operate or intend to operate.

Restrictions on emissions of greenhouse gases could increase our operating costs or reduce demand for our products.

Environmental advocacy groups and regulatory agencies in the United States and other countries have focused considerable attention on emissions of carbon dioxide, methane and other "greenhouse gases" and their potential role in climate change. The EPA has already begun to regulate greenhouse gas emissions under existing provisions of the federal Clean Air Act, and the state of California has established a "cap-and-trade" program requiring state-wide annual reductions in emission of greenhouse gases. For example, in May 2016, the EPA finalized rules that establish new controls for emissions of methane for new, modified or reconstructed sources in the oil and natural gas source category, including production, processing, transmission and storage activities. The rules include first-time standards to address emissions of methane from equipment and processes across the source category, including hydraulically fractured oil and natural gas well completions. The BLM finalized similar rules in November 2016 that seek to limit methane emissions from oil and gas exploration and production activities on federal lands by restricting venting and flaring of gas, as well as the imposition of enhanced leak detection and repair requirements for certain equipment. These rules have the potential to impose significant costs on our customers. The adoption of additional legislation or regulatory programs to reduce emissions of greenhouse gases could require us to incur increased operating costs to comply with new emissions-reduction or reporting requirements. Also any legislation or regulatory programs related to the control of greenhouse gas emissions could increase the cost of consuming, and thereby reduce demand for, hydrocarbons that our customers produce, which could impact demand for our services. Consequently, legislation and regulatory programs to reduce emissions of greenhouse gases could have an adverse effect on our business, financial condition and results of operations. Finally, some scientists have concluded that increasing concentrations of greenhouse gases in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climatic events.

We face risks related to natural disasters and pandemic diseases, which could result in severe property damage or materially and adversely disrupt our operations and affect travel required for our worldwide operations.

Some of our operations involve risks of, among other things, property damage, which could curtail our operations. For example, disruptions in operations or damage to a manufacturing plant could reduce our ability to produce products and satisfy customer demand. In particular, we have offices and manufacturing facilities in Houston, Texas and Houma and Lafayette, Louisiana as well as in various places throughout the Gulf Coast region of the United States. These offices and facilities are particularly susceptible to severe tropical storms and hurricanes, which may disrupt our operations. If one or more manufacturing facilities we own are damaged by severe weather or any other disaster, accident, catastrophe or event, our operations could be significantly interrupted. Similar interruptions could result from damage to production or other facilities that provide supplies or other raw materials to our plants or other stoppages arising from factors beyond our control. These interruptions might involve significant damage to, among other things, property, and repairs might take from a week or less for a minor incident to many months or more for a major interruption.

In addition, a portion of our business involves the movement of people and certain parts and supplies to or from foreign locations. Any restrictions on travel or shipments to and from foreign locations, due to the occurrence of natural disasters such as earthquakes, floods or hurricanes, or an epidemic or outbreak of diseases, including the H1N1 virus

and the avian flu, in these locations, could significantly disrupt our operations and decrease our ability to provide services to our customers. In addition, our local workforce could be affected by such an occurrence or outbreak which could also significantly disrupt our operations and decrease our ability to provide services to our customers.

Our exposure to currency exchange rate fluctuations may result in fluctuations in our cash flows and could have an adverse effect on our financial condition and results of operations.

From time to time, fluctuations in currency exchange rates could be material to us depending upon, among other things, the principal regions in which we provide tubular or well construction services. For the year ended December 31, 2016, on a U.S. dollar-equivalent basis, approximately 25% of our revenue was represented by currencies other than the U.S. dollar. In particular, we are sensitive to fluctuations in currency exchange rates between the U.S. dollar and each of the Euro, Norwegian Krone, British Pound, Canadian Dollar, Venezuelan Bolivar and Brazilian Real. There may be instances in which costs and revenue will not be matched with respect to currency denomination. As a result, to the extent that we continue our expansion on a global basis, as expected, we expect that increasing portions of revenue, costs, assets and liabilities will be subject to fluctuations in foreign currency valuations. We may experience economic loss and a negative impact on earnings or net assets solely as a result of foreign currency exchange rate fluctuations. Further, the markets in which we operate could restrict the removal or conversion of the local or foreign currency, resulting in our inability to hedge against these risks.

Seasonal and weather conditions could adversely affect demand for our services and operations.

Weather can have a significant impact on demand as consumption of energy is seasonal, and any variation from normal weather patterns, such as cooler or warmer summers and winters, can have a significant impact on demand. Adverse weather conditions, such as hurricanes and ocean currents in the U.S. Gulf of Mexico or typhoons in the Asia Pacific region, may interrupt or curtail our operations, or our customers' operations, cause supply disruptions and result in a loss of revenue and damage to our equipment and facilities, which may or may not be insured. Extreme winter conditions in Canada, Russia or the North Sea may interrupt or curtail our operations, or our customers' operations, in those areas and result in a loss of revenue.

Legislation or regulations restricting the use of hydraulic fracturing could reduce demand for our services.

Hydraulic fracturing is an important and common practice in the oil and gas industry. The process involves the injection of water, sand and chemicals under pressure into a formation to fracture the surrounding rock and stimulate production of hydrocarbons. While we may provide supporting products through Blackhawk, we do not perform hydraulic fracturing, but many of our customers utilize this technique. Certain environmental advocacy groups and regulatory agencies have suggested that additional federal, state and local laws and regulations may be needed to more closely regulate the hydraulic fracturing process, and have made claims that hydraulic fracturing techniques are harmful to surface water and drinking water resources and may cause earthquakes. Various governmental entities (within and outside the United States) are in the process of studying, restricting, regulating or preparing to regulate hydraulic fracturing, directly or indirectly. For example, in December 2016, the EPA released its final report on the potential impacts of hydraulic fracturing on drinking water resources, which concluded that "water cycle" activities associated with hydraulic fracturing may impact drinking water sources "under some circumstances," noting that the following hydraulic fracturing water cycle activities and local- or regional-scale factors are more likely than others to result in more frequent or more severe impacts: water withdrawals for fracturing in times or areas of low water availability; surface spills during the management of fracturing fluids, chemicals or produced water; injection of fracturing fluids into wells with inadequate mechanical integrity; injection of fracturing fluids directly into groundwater resources; discharge of inadequately treated fracturing wastewater to surface waters; and disposal or storage of fracturing wastewater in unlined pits. The EPA has also taken steps to regulate certain aspects of hydraulic fracturing. In addition, the BLM finalized rules in March 2015 that impose new or more stringent standards for performing hydraulic fracturing on federal and American Indian lands. The U.S. District Court of Wyoming struck down these rules, but the decision has been appealed to the 10th Circuit Court of Appeals. A final decision has not yet been issued. The adoption of legislation or regulatory programs that restrict hydraulic fracturing could adversely affect, reduce or delay well drilling and completion activities, increase the cost of drilling and production, and thereby reduce demand for our services.

Customer credit risks could result in losses.

The concentration of our customers in the energy industry may impact our overall exposure to credit risk as customers may be similarly affected by prolonged changes in economic and industry conditions. Those countries that rely heavily upon income from hydrocarbon exports would be hit particularly hard by a drop in oil prices. Further, laws in some jurisdictions in which we operate could make collection difficult or time consuming. We perform ongoing credit evaluations of our customers and do not generally require collateral in support of our trade receivables. While we maintain reserves for potential credit losses, we cannot assure such reserves will be sufficient to meet write-offs of uncollectible receivables or that our losses from such receivables will be consistent with our expectations.

Furthermore, some of our customers may be highly leveraged and subject to their own operating and regulatory risks, which increases the risk that they may default on their obligations to us. To the extent one or more of our key customers is in financial distress or commences bankruptcy proceedings, contracts with these customers may be subject to renegotiation or rejection under applicable provisions of the United States Bankruptcy Code and similar international laws. Any material nonpayment or nonperformance by our key customers could adversely affect our business, financial condition and results of operations.

We may be unable to identify or complete acquisitions or strategic alliances.

We expect that acquisitions and strategic alliances will be an important element of our business strategy going forward. We can give no assurance that we will be able to identify and acquire additional businesses or negotiate with suitable venture partners in the future on terms favorable to us or that we will be able to integrate successfully the assets and operations of acquired businesses with our own business. Any inability on our part to integrate and manage the growth of acquired businesses may have a material adverse effect on our business, financial condition and results of operations.

Our executive officers and certain key personnel are critical to our business, and these officers and key personnel may not remain with us in the future.

Our future success depends in substantial part on our ability to hire and retain our executive officers and other key personnel who possess extensive expertise, talent and leadership and are critical to our success. The diminution or loss of the services of these individuals, or other integral key personnel affiliated with entities that we acquire in the future, could have a material adverse effect on our business. Furthermore, we may not be able to enforce all of the provisions in any agreement we have entered into with certain of our executive officers, and such agreements may not otherwise be effective in retaining such individuals. In addition, we may not be able to retain key employees of entities that we acquire in the future. This may impact our ability to successfully integrate or operate the assets we acquire.

Control of oil and gas reserves by state-owned oil companies may impact the demand for our services and create additional risks in our operations.

Much of the world's oil and gas reserves are controlled by state-owned oil companies, and we provide tubular and other well construction services for a number of those companies. State-owned oil companies may require their contractors to meet local content requirements or other local standards, such as joint ventures, that could be difficult or undesirable for us to meet. The failure to meet the local content requirements and other local standards may adversely impact our operations in those countries. In addition, our ability to work with state-owned oil companies is subject to our ability to negotiate and agree upon acceptable contract terms.

Risks Related to Our Corporate Structure

We are a holding company and our sole material assets are our direct and indirect equity interests in FICV and Blackhawk Group Holding, Inc. and we are accordingly dependent upon distributions from FICV to pay taxes, make payments under the tax receivable agreement, and pay dividends.

We are a holding company and have no material assets other than our direct and indirect equity interests in FICV and Blackhawk. We have no independent means of generating revenue. We intend to cause FICV and/or Blackhawk, to make distributions in an amount sufficient to cover (i) all applicable taxes at assumed tax rates, (ii) payments under the tax receivable agreement we entered into with Mosing Holdings in connection with the IPO and (iii) dividends, if any, declared by us. To the extent that we need funds and FICV, Blackhawk, or its subsidiaries is restricted from making such distributions under applicable law or regulation or under the terms of their financing or other contractual arrangements, or is otherwise unable to provide such funds, it could materially adversely affect our liquidity and financial condition.

The Mosing family holds a majority of the total voting power of the Company's common stock (the "FINV Stock") and, accordingly, has substantial control over our management and affairs.

The Mosing family (through Mosing Holdings and the various holding entities of the Mosing family members) currently controls approximately 78% of the total voting power entitled to vote at annual or special meetings. The Mosing family members have entered into a voting agreement with respect to the shares they own. Accordingly, the Mosing family has the ability (but not the requirement) to dictate on an annual basis who will comprise our board of supervisory directors nominated to the shareholders, thus being able to control our management and affairs. Moreover, pursuant to our amended and restated articles of association, our board of directors will consist of no more than nine individuals. The Mosing family has the right to recommend one director for nomination to the supervisory board for each 10% of the outstanding FINV Stock they collectively beneficially own, up to a maximum of five directors. The remaining directors are nominated by our supervisory board. Our supervisory board consists of nine members, three of whom are members of the Mosing family. As a result, members of the Mosing family have meaningful influence over us and potential conflicts may arise. In addition, the Mosing family will be able to determine the outcome of all matters requiring shareholder approval, including mergers, amendments of our articles of association and other material transactions, and will be able to cause or prevent a change in the composition of our supervisory board or a change in control of our company that could deprive our shareholders of an opportunity to receive a premium for their common stock as part of a sale of our company. The existence of significant shareholders may also have the effect of deterring hostile takeovers, delaying or preventing changes in control or changes in management, or limiting the ability of our other shareholders to approve transactions that they may deem to be in the best interests of our company. So long as the Mosing family continues to own a significant amount of the FINV Stock, even if such amount represents less than 50% of the aggregate voting power, it will continue to be able to strongly influence all matters requiring shareholder approval, regardless of whether or not other shareholders believe that the transaction is in their own best interests.

The Mosing family may have interests that conflict with holders of shares of our common stock.

The Mosing family may have conflicting interests with other holders of shares of our common stock. For example, the Mosing family may have different tax positions from us or other holders of shares of our common stock which could influence their decisions regarding whether and when to cause us to dispose of assets, whether and when to cause us to incur new or refinance existing indebtedness, especially in light of the existence of the tax receivable agreement that we entered into in connection with the IPO. In addition, the structuring of future transactions may take into consideration the Mosing family's tax or other considerations even where no similar benefit would accrue to us.

We are required under the tax receivable agreement to pay Mosing Holdings or its permitted transferees for certain tax benefits we may claim, and the amounts we may pay could be significant.

We entered into the tax receivable agreement with FICV and Mosing Holdings in connection with the IPO. This agreement generally provides for the payment by us of 85% of actual reductions, if any, in payments of U.S. federal, state and local income tax or franchise tax in periods after the IPO as a result of (i) the tax basis increases resulting

from the transfer of FICV interests to us in connection with the conversion of shares of Preferred Stock into shares of our common stock and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, payments under the tax receivable agreement. In addition, the tax receivable agreement provides for interest earned from the due date (without extensions) of the corresponding tax return to the date of payment specified by the tax receivable agreement.

The payment obligations under the tax receivable agreement are our obligations and are not obligations of FICV. The term of the tax receivable agreement continues until all such tax benefits have been utilized or expired, unless we exercise our sole right to terminate the tax receivable agreement early.

Estimating the timing of payments that may be made under the tax receivable agreement is by its nature imprecise, insofar as the calculation of amounts payable depends on a variety of factors. The timing of any payments under the tax receivable agreement will vary depending upon a number of factors, including the amount and timing of the taxable income we realize in the future and the tax rate then applicable, our use of loss carryovers and the portion of our payments under the tax receivable agreement constituting imputed interest or depreciable or amortizable basis. We expect that the payments that we will be required to make under the tax receivable agreement will be substantial. There may be a substantial negative impact on our liquidity if, as a result of timing discrepancies or otherwise, (i) the payments under the tax receivable agreement exceed the actual benefits we realize in respect of the tax attributes subject to the tax receivable agreement or (ii) distributions to us by FICV are not sufficient to permit us to make payments under the tax receivable agreement subsequent to the payment of our taxes and other obligations. The payments under the tax receivable agreement are not conditioned upon a holder of rights under a tax receivable agreement having a continued ownership interest in either FICV or us. While we may defer payments under the tax receivable agreement to the extent we do not have sufficient cash to make such payments, except in the case of an acceleration of payments thereunder occurring in connection with an early termination of the tax receivable agreement or certain mergers or changes of control, any such unpaid obligation will accrue interest. Additionally, during any such deferral period, we are prohibited from paying dividends on our common stock.

In certain cases, payments under the tax receivable agreement to Mosing Holdings or its permitted transferees may be accelerated or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the tax receivable agreement.

The tax receivable agreement provides that we may terminate it early. If we elect to exercise our sole right to terminate the tax receivable agreement early, we are required to make an immediate payment equal to the present value of the anticipated future tax benefits subject to the tax receivable agreement (based upon certain assumptions and deemed events set forth in the tax receivable agreement, including the assumption that we have sufficient taxable income to fully utilize such benefits and that any interests in FICV that Mosing Holdings or its transferees own on the termination date are deemed to be exchanged on the termination date). Any early termination payment may be made significantly in advance of the actual realization, if any, of such future benefits. In addition, payments due under the tax receivable agreement are similarly accelerated following certain mergers or other changes of control. In these situations, our obligations under the tax receivable agreement could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. For example, if the tax receivable agreement were terminated on December 31, 2016, the estimated termination payment would be approximately \$105.3 million (calculated using a discount rate of 4.96%). The foregoing number is merely an estimate and the actual payment could differ materially. There can be no assurance that we will be able to finance our obligations under the tax receivable agreement. If we were unable to finance our obligations due under the tax receivable agreement, we would be in breach of the agreement. Any such breach could adversely affect our business, financial condition or results of operations.

Payments under the tax receivable agreement will be based on the tax reporting positions that we will determine. Although we are not aware of any issue that would cause the Internal Revenue Service (the “IRS”) to challenge a tax basis increase or other benefits arising under the tax receivable agreement, the holders of rights under the tax receivable agreement will not reimburse us for any payments previously made under the tax receivable agreement if such basis increases or other benefits are subsequently disallowed, except that excess payments made to any such holder will be netted against payments otherwise to be made, if any, to such holder after our determination of such excess. As a result,

in such circumstances, we could make payments that are greater than our actual cash tax savings, if any, and may not be able to recoup those payments, which could adversely affect our liquidity.

Risks Related to Our Common Stock

Future sales of our common stock in the public market could lower our stock price, and any additional capital raised by us through the sale of equity may dilute your ownership in us.

In August 2016, we received a notice from Mosing Holdings exercising its right to exchange (the “Exchange Right”) for an equivalent number of each of the following securities for common shares: (i) 52,976,000 Preferred Shares and (ii) 52,976,000 units in FICV. We issued 52,976,000 common shares to Mosing Holdings on August 26, 2016. As a result, there are no remaining issued Preferred Shares. Mosing Holdings also transferred its limited partnership interest in FICV to FINV as Mosing Holdings has withdrawn as limited partner of FICV and FINV has been admitted in Mosing Holding's place.

As of February 22, 2017, we had 222,487,081 outstanding shares of our common stock. We may sell additional shares of common stock in subsequent public offerings. Members of the Mosing family own, both directly and indirectly (through Mosing Holdings), approximately 173,752,764 shares of common stock. These shares represent approximately 78% of our total outstanding FINV Stock. All of these shares may be sold into the market in the future.

We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of shares of our common stock will have on the market price of our common stock. Sales of substantial amounts of our common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of our common stock.

We are a “controlled company” within the meaning of the NYSE rules and qualify for and have the ability to rely on exemptions from certain NYSE corporate governance requirements.

Because the Mosing family beneficially owns a majority of our outstanding common stock, we are a “controlled company” as that term is set forth in Section 303A of the NYSE Listed Company Manual. Under the NYSE rules, a company of which more than 50% of the voting power is held by another person or group of persons acting together is a “controlled company” and may elect not to comply with certain NYSE corporate governance requirements, including:

- the requirement that a majority of its supervisory board consist of independent directors;
- the requirement that its nominating and governance committee be composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities; and
- the requirement that its compensation committee be composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities.

These requirements will not apply to us as long as we remain a “controlled company.” So long as members of the Mosing family control the outstanding common stock representing at least a majority of the outstanding voting power in FINV, we may utilize these exemptions. Accordingly, you may not have the same protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of the NYSE. Please note that we currently have a majority of independent directors on our supervisory board as well as a compensation committee and nominating and governance committee comprised entirely of independent directors. However, the significant ownership interest held by the Mosing family could adversely affect investors’ perceptions of our corporate governance.

Our declaration of dividends is within the discretion of our management board, with the approval of our supervisory board, and subject to certain limitations under Dutch law, and there can be no assurance that we will pay dividends.

Our dividend policy is within the discretion of our management board, with the approval of our supervisory board, and the amount of future dividends, if any, will depend upon various factors, including our results of operations, financial condition, capital requirements and investment opportunities. We can provide no assurance that we will pay dividends on our common stock. No dividends on our common stock will accrue in arrears. In addition, Dutch law contains certain restrictions on a company's ability to pay cash dividends, and we can provide no assurance that those restrictions will not prevent us from paying a dividend in future periods.

As a Dutch company with limited liability, the rights of our shareholders may be different from the rights of shareholders in companies governed by the laws of U.S. agencies.

We are a Dutch company with limited liability (*Naamloze Vennootschap*). Our corporate affairs are governed by our articles of association and by the laws governing companies incorporated in the Netherlands. The rights of shareholders and the responsibilities of members of our management board and supervisory board may be different from those in companies governed by the laws of U.S. jurisdictions.

For example, resolutions of the general meeting of shareholders may be taken with majorities different from the majorities required for adoption of equivalent resolutions in, for example, Delaware corporations. Although shareholders will have the right to approve legal mergers or demergers, Dutch law does not grant appraisal rights to a company's shareholders who wish to challenge the consideration to be paid upon a legal merger or demerger of a company.

In addition, if a third party is liable to a Dutch company, under Dutch law shareholders generally do not have the right to bring an action on behalf of the company or to bring an action on their own behalf to recover damages sustained as a result of a decrease in value, or loss of an increase in value, of their ordinary shares. Only in the event that the cause of liability of such third party to the company also constitutes a tortious act directly against such shareholder and the damages sustained are permanent, may that shareholder have an individual right of action against such third party on its own behalf to recover damages. The Dutch Civil Code provides for the possibility to initiate such actions collectively. A foundation or an association whose objective, as stated in its articles of association, is to protect the rights of persons having similar interests may institute a collective action. The collective action cannot result in an order for payment of monetary damages but may result in a declaratory judgment (*verklaring voor recht*), for example declaring that a party has acted wrongfully or has breached a fiduciary duty. The foundation or association and the defendant are permitted to reach (often on the basis of such declaratory judgment) a settlement which provides for monetary compensation for damages. A designated Dutch court may declare the settlement agreement binding upon all the injured parties, whereby an individual injured party will have the choice to opt-out within the term set by the court (at least three months). Such individual injured party, may also individually institute a civil claim for damages within the before mentioned term.

Furthermore, certain provisions of Dutch corporate law have the effect of concentrating control over certain corporate decisions and transactions in the hands of our management board and supervisory board. As a result, holders of our shares may have more difficulty in protecting their interests in the face of actions by members of our management board and supervisory board than if we were incorporated in the United States.

In the performance of its duties, our management board and supervisory board will be required by Dutch law to act in the interest of the company and its affiliated business, and to consider the interests of our company, our shareholders, our employees and other stakeholders in all cases with reasonableness and fairness. It is possible that some of these parties will have interests that are different from, or in addition to, interests of our shareholders.

Our articles of association and Dutch corporate law contain provisions that may discourage a takeover attempt.

Provisions contained in our amended and restated articles of association and the laws of the Netherlands could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our shareholders. Provisions

of our articles of association impose various procedural and other requirements, which could make it more difficult for shareholders to effect certain corporate actions. Among other things, these provisions:

- authorize our management board, with the approval of our supervisory board, for a period of five years (which period is proposed to be renewed as per the 2017 annual general meeting on May 19, 2017) to issue common stock, including for defensive purposes, without shareholder approval; and
- do not provide for shareholder action by written consent, thereby requiring all shareholder actions to be taken at a general meeting of shareholders.

These provisions, alone or together, could delay hostile takeovers and changes in control of our company or changes in our management.

It may be difficult for you to obtain or enforce judgments against us or some of our executive officers and directors in the United States or the Netherlands.

We were formed under the laws of the Netherlands and, as such, the rights of holders of our ordinary shares and the civil liability of our directors will be governed by the laws of the Netherlands and our amended and restated articles of association.

In the absence of an applicable convention between the United States and the Netherlands providing for the reciprocal recognition and enforcement of judgments (other than arbitration awards and divorce decrees) in civil and commercial matters, a judgment rendered by a court in the United States will not automatically be recognized by the courts of the Netherlands. In principle, the courts of the Netherlands will be free to decide, at their own discretion, if and to what extent a judgment rendered by a court in the United States should be recognized in the Netherlands. In general terms, Dutch courts tend to grant the same judgment without re-litigating on the merits if the following cumulative minimum conditions are met:

- the judgment was rendered by the foreign court that was (based on internationally accepted grounds) competent to take cognizance of the matter;
- the judgment is the outcome of a proper judicial procedure (*behoorlijke rechtspleging*);
- the judgment is not manifestly incompatible with the public policy (*openbare orde*) of the Netherlands; and
- the judgment is not incompatible with an earlier (qualifying) judgment rendered between the same parties regarding the same issue.

Without prejudice to the above, in order to obtain enforcement of a judgment rendered by a United States court in the Netherlands, a claim against the relevant party on the basis of such judgment should be brought before the competent court of the Netherlands. During the proceedings such court will assess, when requested, whether a foreign judgment meets the above conditions. In the affirmative, the court may order that substantive examination of the matter shall be dispensed with. In such case, the court will confine itself to an order reiterating the foreign judgment against the party against whom it had been obtained.

Otherwise, a new substantive examination will take place in the framework of the proceedings. In all of the above situations, when applying the law of any jurisdiction (including the Netherlands), Dutch courts may give effect to the mandatory rules of the laws of another country with which the situation has a close connection, if and insofar as, under the law of the latter country, those rules must be applied regardless of the law applicable to the contract or legal relationship. In considering whether to give effect to these mandatory rules of such third country, regard shall be given to the nature, purpose and the consequences of their application or non-application. Moreover, a Dutch court may give effect to the rules of the laws of the Netherlands in a situation where they are mandatory irrespective of the law otherwise applicable to the documents or legal relationship in question. The application of a rule of the law of any country that otherwise would govern an obligation may be refused by the courts of the Netherlands if such application is manifestly incompatible with the public policy (*openbare orde*) of the Netherlands.

Under our amended and restated articles of association, we will indemnify and hold our officers and directors harmless against all claims and suits brought against them, subject to limited exceptions. Under our amended and restated articles of association, to the extent allowed by law, the rights and obligations among or between us, any of our current or former directors, officers and employees and any current or former shareholder will be governed exclusively by the laws of the Netherlands and subject to the jurisdiction of Dutch courts, unless those rights or obligations do not relate to or arise out of their capacities listed above. Although there is doubt as to whether U.S. courts would enforce such provision in an action brought in the United States under U.S. securities laws, this provision could make judgments obtained outside of the Netherlands more difficult to have recognized and enforced against our assets in the Netherlands or jurisdictions that would apply Dutch law. Insofar as a release is deemed to represent a condition, stipulation or provision binding any person acquiring our ordinary shares to waive compliance with any provision of the Securities Act or of the rules and regulations of the SEC, such release will be void.

Tax Risks

Changes in tax laws, treaties or regulations or adverse outcomes resulting from examination of our tax returns could adversely affect our financial results.

Our future effective tax rates could be adversely affected by changes in tax laws, treaties and regulations, both in the United States and internationally. Tax laws, treaties and regulations are highly complex and subject to interpretation. Consequently, we are subject to changing tax laws, treaties and regulations in and between countries in which we operate or are resident. Our income tax expense is based upon the interpretation of the tax laws in effect in various countries at the time that the expense was incurred. A change in these tax laws, treaties or regulations, or in the interpretation thereof, could result in a materially higher tax expense or a higher effective tax rate on our worldwide earnings. If any country successfully challenges our income tax filings based on our structure, or if we otherwise lose a material tax dispute, our effective tax rate on worldwide earnings could increase substantially and our financial results could be materially adversely affected.

U.S. tax authorities could treat us as a “passive foreign investment company,” which could have adverse U.S. federal income tax consequences to U.S. holders.

A foreign corporation will be treated as a “passive foreign investment company,” or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of “passive income” or (2) at least 50% of the average value of the corporation’s assets for any taxable year produce or are held for the production of those types of “passive income.” For purposes of these tests, “passive income” includes dividends, interest and gains from the sale or exchange of investment property and rents and royalties other than certain rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business, but does not include income derived from the performance of services. U.S. shareholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC, and the gain, if any, they derive from the sale or other disposition of their interests in the PFIC.

We believe that we will not be a PFIC for the current taxable year or for any future taxable year. However, this involves a facts and circumstances analysis and it is possible that the IRS would not agree with our conclusion, or the U.S. tax laws could change significantly.

U.S. “anti-inversion” tax laws could negatively affect our results and could result in a reduced amount of foreign tax credit for U.S. holders.

Under rules contained in U.S. tax law, we would be subject to tax as a U.S. corporation in the event that we acquire substantially all of the assets of a U.S. corporation and the equity owners of that U.S. corporation own at least 80% (calculated without regard for any stock issued in a public offering) of our stock by reason of holding stock in the U.S. corporation.

We acquired the assets of Mosing Holdings (a Delaware limited liability company); however, the ownership of Mosing Holdings in our stock, taking into account common stock that Mosing Holdings is deemed to own under the

“stock equivalent” rules, is below the 80% standard for the application of the rules. Accordingly, we do not believe these rules should apply.

There can be no assurance that the IRS will not challenge our determination that these rules are inapplicable. In the event that these rules were applicable, we would be subject to U.S. federal income tax on our worldwide income, which would negatively impact our cash available for distribution and the value of our common stock. Application of the rules could also adversely affect the ability of a U.S. holder to obtain a U.S. tax credit with respect to any Dutch withholding tax imposed on a distribution.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

In order to design, manufacture and service the proprietary products that support our tubular and other well construction services, as well as those that we offer for sale directly to external customers, we maintain several manufacturing and service facilities around the world. Though our manufacturing and service capabilities are primarily concentrated in the U.S., we currently provide our services in approximately 60 countries.

The following table details our material facilities by segment, owned or leased by us as of December 31, 2016.

Location	Leased or Owned	Principal/Most Significant Use
<i>All Segments</i>		
Houston, Texas	Leased	Corporate office
Den Helder, the Netherlands	Owned	Regional operations and administration
<i>U.S. Services and Tubular Sales Segments</i>		
Lafayette, Louisiana	Leased	Regional operations, manufacturing, engineering and administration
<i>International Services Segment</i>		
Aberdeen, Scotland	Owned	Regional operations, engineering and administration
Dubai, United Arab Emirates	Owned	Regional operations and administration
Norway	Owned	Local operations and administration
Singapore	Owned	Regional operations and administration
India	Owned	Administration
<i>Blackhawk Segment</i>		
Houston, Texas	Leased	Headquarters and administration
Houma, Louisiana	Leased	Regional operations, manufacturing and administration

Our largest manufacturing facility is located in Lafayette, Louisiana, where we manufacture a substantial portion of our tubular handling tools. The facility serves our U.S. Services segment in the U.S. Gulf of Mexico and our Tubular Sales segment. The Lafayette facility is our global headquarters for the design and manufacture of our equipment and is situated on a total of 178 acres. The main facility occupies 147 acres and consists of manufacturing, operations, pipe storage, training and administration. The remaining 31 acres located off of the main campus consists of manufacturing, warehousing and administration. There are a total of 14 buildings onsite and 13 buildings offsite. Our manufacturing operations occupy 6 of the 27 buildings, with the remaining buildings dedicated to administration, training and other operational tasks. The main administrative building within the facility is approximately 40,000 square feet, which will be vacated in 2017 when we move into our new administrative building. The new facility will be approximately 172,636 square feet.

Item 3. *Legal Proceedings*

We are the subject of lawsuits and claims arising in the ordinary course of business from time to time. A liability is accrued when a loss is both probable and can be reasonably estimated. We had no material accruals for loss contingencies, individually or in the aggregate, as of December 31, 2016. We believe the probability is remote that the ultimate outcome of these matters would have a material adverse effect on our financial position, results of operations or cash flows. See Note 20 in the Notes to Consolidated Financial Statements, which are incorporated herein by reference to Part II, Item 8 “Financial Statements and Supplementary Data” of this Form 10-K.

We are conducting an internal investigation of the operations of certain of our foreign subsidiaries in West Africa including possible violations of the U.S. Foreign Corrupt Practices Act, our policies and other applicable laws. In June 2016, we voluntarily disclosed the existence of our extensive internal review to the U.S. Securities and Exchange Commission, the United States Department of Justice and other governmental entities. It is our intent to fully cooperate with these agencies and any other applicable authorities in connection with any further investigation that may be conducted in connection with this matter. While our review does not currently indicate that there has been any material impact on our previously filed financial statements, we continue to collect information and are unable to predict the ultimate resolution of these matters with these agencies. Our board and management are committed to continuously enhancing our internal controls that support improved compliance and transparency throughout our global operations.

Item 4. *Mine Safety Disclosures*

Not applicable.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is traded on the NYSE under the symbol "FI". The following table sets forth, for the periods indicated, the high and low sale prices and the dividend payments for our common stock.

	High	Low	Dividends Per Share
Year Ended December 31, 2016			
First Quarter	\$ 17.07	\$ 12.34	\$ 0.150
Second Quarter	17.73	14.05	0.150
Third Quarter	15.44	10.91	0.075
Fourth Quarter	14.86	10.47	0.075
Year Ended December 31, 2015			
First Quarter	\$ 18.95	\$ 14.53	\$ 0.150
Second Quarter	21.50	18.25	0.150
Third Quarter	18.90	13.66	0.150
Fourth Quarter	18.14	14.80	0.150

On February 22, 2017, we had 222,487,081 shares of common stock outstanding. The common shares outstanding at February 22, 2017 were held by approximately 36 record holders. The actual number of shareholders is greater than the number of holders of record.

See Part III, Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for discussion of equity compensation plans.

Dividend Policy

Our current policy is to pay quarterly cash dividends on our common stock of \$0.075 per share. The declaration and payment of future dividends will be at the discretion of the Supervisory Board of Directors and will depend upon, among other things, future earnings, general financial condition, liquidity, capital requirements and general business conditions. Accordingly, there can be no assurance that we will continue to pay dividends at that level or at all.

Unregistered Sales of Equity Securities

As part of our initial public offering in August 2013, we issued 52,976,000 shares of Preferred Stock to Mosing Holdings, LLC ("Mosing Holdings"). Under our Amended Articles of Association, upon the written election of Mosing Holdings, each Preferred Share, together with a unit in FICV, our subsidiary, was convertible into a share of our common stock on a one-for-one basis.

On August 19, 2016, we received notice from Mosing Holdings exercising its Exchange Right for an equivalent number of each of the following securities for common shares: (i) 52,976,000 Preferred Shares and (ii) 52,976,000 units in FICV. We issued 52,976,000 common shares to Mosing Holdings on August 26, 2016. As a result, there are no remaining issued Preferred Shares and the Mosing family beneficially owns approximately 173,752,764 of our common shares.

The issuance of the common shares to Mosing Holdings in connection with the exercise of the Exchange Right was exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof.

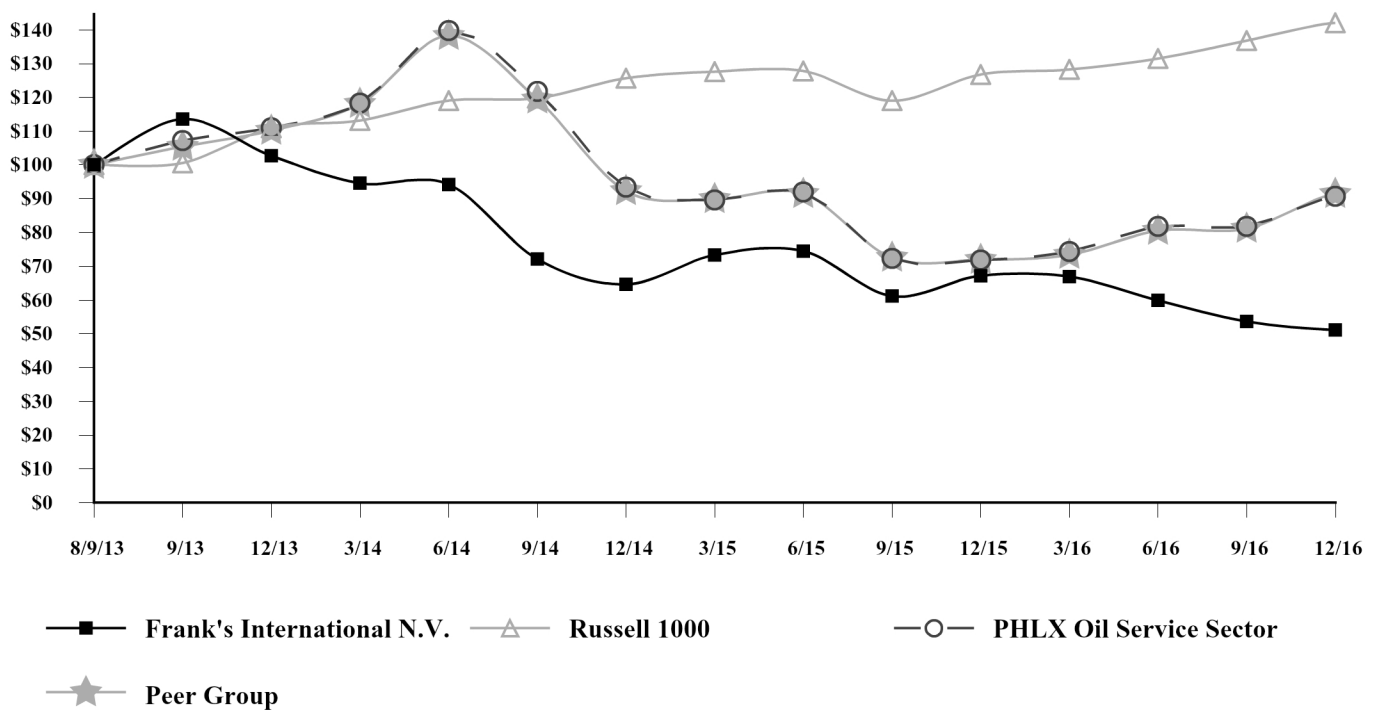
Issuer Purchases of Equity Securities

None.

Performance Graph

The following performance graph compares the performance of our common stock to the PHLX Oil Service Sector Index, the Russell 1000 Index and to a peer group established by management. The peer group consists of the following companies: Baker Hughes Inc., Core Laboratories N.V., Diamond Offshore Drilling, Inc., Dril-Quip, Inc., Enso plc, Forum Energy Technologies, Inc., Halliburton Company, Helmerich & Payne, Inc., Hornbeck Offshore Services, Inc., Nabors Industries Ltd., National Oilwell Varco, Inc., Oceaneering International, Inc., Patterson-UTI Energy, Inc., Rowan Companies plc, Schlumberger N.V., Tesco Corporation, Transocean Ltd. and Weatherford International Ltd. Cameron International Corporation was removed from the peer group due to its merger with Schlumberger Limited and FMC Technologies, Inc. was removed from the peer group due to its merger with Technip SA. The graph below compares the cumulative total return to holders of our common stock with the cumulative total returns of the PHLX Oil Service Sector Index, the Russell 1000 Index and our peer group for the period from August 9, 2013, using the closing price for the first day of trading immediately following the effectiveness of our IPO through December 31, 2016. The graph assumes that the value of the investment in our common stock was \$100 at August 9, 2013 or July 31, 2013 for each index (including reinvestment of dividends) and tracks the return on the investment through December 31, 2016. The shareholder return set forth herein is not necessarily indicative of future performance.

COMPARISON OF 40 MONTH CUMULATIVE TOTAL RETURN* Among Frank's International N.V., the Russell 1000 Index, the PHLX Oil Sector Index, and a Peer Group



*\$100 invested on 8/9/13 in stock of 7/31/13 in index, including reinvestment of dividends.
Fiscal year ending December 31.

The performance graph above and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate by reference.

Item 6. Selected Financial Data

The selected consolidated financial information contained below is derived from our Consolidated Financial Statements and should be read in conjunction with Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited Consolidated Financial Statements that are included in this Form 10-K. Our historical results are not necessarily indicative of our results to be expected in any future period.

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(in thousands, except per share amounts)				
Financial Statement Data:					
Revenue	\$ 487,531	\$ 974,600	\$ 1,152,632	\$ 1,077,722	\$ 1,039,054
Income (loss) from continuing operations	(156,079)	106,110	229,312	308,195	344,250
Total assets	1,588,061	1,726,838	1,758,681	1,561,195	1,107,961
Debt and capital lease obligations - excluding affiliates	276	7,321	304	376	7,368
Long-term debt - affiliates	—	—	—	—	468,563
Total equity	1,311,319	1,451,426	1,472,536	1,333,327	446,988
Earnings Per Share Information:					
Basic earnings (loss) per common share:					
Continuing operations	\$ (0.77)	\$ 0.51	\$ 1.03	\$ 1.69	\$ 2.15
Discontinued operations	—	—	—	0.24	0.04
Total	<u>\$ (0.77)</u>	<u>\$ 0.51</u>	<u>\$ 1.03</u>	<u>\$ 1.93</u>	<u>\$ 2.19</u>
Diluted earnings (loss) per common share:					
Continuing operations	\$ (0.77)	\$ 0.50	\$ 1.03	\$ 1.62	\$ 2.00
Discontinued operations	—	—	—	0.23	0.04
Total	<u>\$ (0.77)</u>	<u>\$ 0.50</u>	<u>\$ 1.03</u>	<u>\$ 1.85</u>	<u>\$ 2.04</u>
Weighted average common shares outstanding:					
Basic	176,584	154,662	153,814	132,257	119,024
Diluted	176,584	209,152	207,828	185,506	172,000
Cash dividends per common share	\$ 0.45	\$ 0.60	\$ 0.45	\$ 0.075	\$ —
Other Data:					
Adjusted EBITDA (1)	\$ 25,031	\$ 319,086	\$ 451,513	\$ 438,739	\$ 439,524

- (1) Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies. For a definition and a reconciliation of Adjusted EBITDA to our income from continuing operations, its most directly comparable financial measure presented in accordance with GAAP, see Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - How We Evaluate Our Operations - Adjusted EBITDA and Adjusted EBITDA Margin."

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the related notes thereto included in Part II, Item 8, "Financial Statements and Supplementary Data" included in this Form 10-K.

This section contains forward-looking statements that are based on management's current expectations, estimates and projections about our business and operations, and involve risks and uncertainties. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements because of various factors, including those described in the sections titled "Cautionary Note Regarding Forward-Looking Statements," "Risk Factors" and elsewhere in this Form 10-K.

Overview of Business

We are a global provider of highly engineered tubular services, tubular fabrication and specialty well construction and well intervention solutions to the oil and gas industry and have been in business for over 75 years. We provide our services to leading exploration and production companies in both offshore and onshore environments, with a focus on complex and technically demanding wells.

We conduct our business through four operating segments:

- *International Services.* We currently provide our services in approximately 60 countries on six continents. Our customers in these international markets are primarily large exploration and production companies, including integrated oil and gas companies and national oil and gas companies.
- *U.S. Services.* We service customers in the offshore areas of the U.S. Gulf of Mexico. In addition, we have a presence in the active onshore oil and gas drilling regions in the U.S., including the Permian Basin, Eagle Ford Shale, Haynesville Shale, Marcellus Shale, DJ Basin and Utica Shale.
- *Tubular Sales.* We design, manufacture and distribute large OD pipe, connectors and casing attachments and sell large OD pipe originally manufactured by various pipe mills. We also provide specialized fabrication and welding services in support of offshore projects, including drilling and production risers, flowlines and pipeline end terminations, as well as long-length tubulars (up to 300 feet in length) for use as caissons or pilings. This segment also designs and manufactures proprietary equipment for use in our International and U.S. Services segments.
- *Blackhawk.* We provide well construction and well intervention rental equipment, services and products, in addition to cementing tool expertise, in the U.S. and Mexican Gulf of Mexico, onshore U.S. and other select international locations.

How We Generate Our Revenue

The majority of our services revenues are derived primarily from personnel rates for our specially trained employees who perform tubular and other well construction services for our customers; and rental rates for the suite of products and equipment that our employees use to perform these services.

In addition, our customers typically reimburse us for transportation costs that we incur in connection with transporting our products and equipment from our staging areas to the customers' job sites.

In contrast, our Tubular Sales revenues are derived from sales of certain products, including large OD pipe connectors and large OD pipe manufactured by third parties, directly to external customers.

The acquisition of Blackhawk resulted in a new segment for us. Our Blackhawk revenues are derived from well construction and well intervention rental equipment, services and products. These revenues have historically been split evenly between sold and rented products or equipment with certain rented products having a service element for personnel overseeing the operation of the equipment.

Outlook

We expect to see improvement in the oil field services industry in 2017 as global capital spending on oil and natural gas exploration and production is likely to increase modestly in response to higher commodity prices. However, much of the anticipated increase in spending will likely be associated with onshore projects that contribute lower revenue and margins to the Company than offshore projects. Material increases in activity in the deep and ultra-deep offshore markets are not expected until further improvement in oil and natural gas prices are seen and, in some basins, may continue to deteriorate. We have made efforts to reduce the impact of the lower activity levels by reducing costs, but additional actions may be necessary if we continue to see decreased investment in global offshore projects.

Our offshore businesses, both in the U.S. and internationally, continue to see delays and cancellations as customers reduce spending or elect to reallocate financial resources to other onshore projects. These delays or cancellations have been more prevalent in the deep and ultra-deep water markets where our services are most profitable. In areas where new projects are being sanctioned, we have seen increased competition and awarded tenders often are secured at prices below historical levels. Our efforts to grow market share in the underrepresented offshore shelf market are expected to support revenues, but are unlikely to fully offset declines in the deep and ultra-deep water.

Our onshore operations are expected to see sequential improvement, particularly in the U.S. onshore market, as drilling activity has risen meaningfully in recent months. The increase in demand for our services combined with a leaner cost structure is expected to result in higher revenues and improved profitability for this business in the coming year.

The Tubular Sales business is driven by specialized needs of our customers and the timing of projects, specifically in the Gulf of Mexico. Due to steep declines in activity in the Gulf of Mexico and low visibility on forthcoming orders for these services, we anticipate that revenues associated with this segment will trend lower until additional projects are sanctioned and commence operations.

The Blackhawk product and service lines face similar challenges in the offshore market as our tubular services business. Blackhawk revenues are primarily generated offshore in the U.S. Gulf of Mexico and are at risk if activity levels were to decrease further. However, we will benefit from a full year of operations from Blackhawk in 2017, which will likely help drive our total revenues sequentially higher.

Overall, our market outlook is mixed as the onshore begins to lead the recovery, but the offshore market lags as prices remain below economic break-even levels for many projects. We remain in a very strong position financially with a significant cash balance relative to our debt.

How We Evaluate Our Operations

We use a number of financial and operational measures to routinely analyze and evaluate the performance of our business, including revenue, Adjusted EBITDA, Adjusted EBITDA margin and safety performance.

Revenue

We analyze our revenue growth by comparing actual monthly revenue to our internal projections for each month to assess our performance. We also assess incremental changes in our monthly revenue across our operating segments to identify potential areas for improvement.

Adjusted EBITDA and Adjusted EBITDA Margin

We define Adjusted EBITDA as net income (loss) before net interest income or expense, depreciation and amortization, income tax benefit or expense, asset impairments, gain or loss on sale of assets, foreign currency gain or loss, equity-based compensation, unrealized gain or loss, other non-cash adjustments and other charges or credits. Adjusted EBITDA margin reflects our Adjusted EBITDA as a percentage of our revenues. We review Adjusted EBITDA and Adjusted EBITDA margin on both a consolidated basis and on a segment basis. We use Adjusted EBITDA and Adjusted EBITDA margin to assess our financial performance because it allows us to compare our operating performance on a consistent basis across periods by removing the effects of our capital structure (such as varying levels of interest expense), asset base (such as depreciation and amortization), items outside the control of our management team (such as income tax and foreign currency exchange rates) and other charges outside the normal course of business. Adjusted EBITDA and Adjusted EBITDA margin have limitations as analytical tools and should not be considered as an alternative to net income (loss), operating income (loss), cash flow from operating activities or any other measure of financial performance presented in accordance with generally accepted accounting principles in the U.S. ("GAAP").

The following table presents a reconciliation of net income (loss) to Adjusted EBITDA, our most directly comparable GAAP performance measure, as well as adjusted EBITDA margin for each of the periods presented (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Net income (loss)	\$ (156,079)	\$ 106,110	\$ 229,312
Interest income, net	(2,073)	(341)	(87)
Depreciation and amortization	114,215	108,962	90,041
Income tax (benefit) expense	(25,643)	37,319	75,412
(Gain) loss on sale of assets	1,117	(1,038)	289
Foreign currency loss	10,819	6,358	17,041
Charges and credits ⁽¹⁾	82,675	61,716	39,505
Adjusted EBITDA	<u>\$ 25,031</u>	<u>\$ 319,086</u>	<u>\$ 451,513</u>
Adjusted EBITDA margin	<u>5.1%</u>	<u>32.7%</u>	<u>39.2%</u>

(1) Comprised of Equity-based compensation expense (2016: \$15,978; 2015: \$26,318; 2014: \$38,368), Merger and acquisition costs (2016: \$13,784; 2015: none; 2014: none), Severance and other charges (2016: \$46,406; 2015: \$35,484; 2014: none), Changes in value of contingent consideration (2016: none; 2015: \$(1,532); 2014: none), Unrealized and realized (gains) losses (2016: \$110; 2015: none; 2014: none) and FCPA matters (2016: \$6,397; 2015: \$1,446; 2014: \$1,137).

Safety Performance

Maintaining a strong safety record is a critical component of our operational success. Many of our customers have safety standards we must satisfy before we can perform services. As a result, we continually monitor and improve our safety performance through the evaluation of safety observations, job and customer surveys, and safety data. In addition, we continually develop new safety programs based on industry trends and our internal data. The primary measure for our safety performance is the tracking of the Total Recordable Incident Rate ("TRIR"). TRIR is a measure of the rate of recordable workplace injuries, normalized on the basis of 100 full time employees for an annual period. The factor is derived by multiplying the number of recordable injuries in a calendar year by 200,000 and dividing this value by the total hours actually worked in the year. A recordable injury includes occupational death, nonfatal occupational illness, and other occupational injuries that involve loss of consciousness, lost time injuries, restriction of work or motion cases, transfer to another job, or medical treatment cases other than first aid.

The table below presents our worldwide TRIR for the years ended December 31, 2016, 2015 and 2014:

	Year Ended December 31,		
	2016	2015	2014
TRIR	0.87	0.76	1.27

Results of Operations

The following table presents our consolidated results for the periods presented (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Revenues:			
Equipment rentals and services	\$ 397,369	\$ 766,252	\$ 969,703
Products ⁽¹⁾	90,162	208,348	182,929
Total revenue	<u>487,531</u>	<u>974,600</u>	<u>1,152,632</u>
Operating expenses:			
Cost of revenues, exclusive of depreciation and amortization			
Equipment rentals and services	201,316	304,473	369,855
Products	59,037	113,918	110,126
General and administrative expenses	228,802	270,678	267,378
Depreciation and amortization	114,215	108,962	90,041
Severance and other charges	46,406	35,484	—
Changes in contingent consideration	—	(1,532)	—
Gain (loss) on sale of assets	1,117	(1,038)	289
Operating income (loss)	<u>(163,362)</u>	<u>143,655</u>	<u>314,943</u>
Other income (expense):			
Other income	4,170	5,791	6,735
Interest income, net	2,073	341	87
Merger and acquisition costs	(13,784)	—	—
Foreign currency loss	(10,819)	(6,358)	(17,041)
Total other income (expense)	<u>(18,360)</u>	<u>(226)</u>	<u>(10,219)</u>
Income (loss) before income tax (benefit)	<u>(181,722)</u>	<u>143,429</u>	<u>304,724</u>
Income tax expense (benefit)	(25,643)	37,319	75,412
Net income (loss)	<u>(156,079)</u>	<u>106,110</u>	<u>229,312</u>
Less: Net income (loss) attributable to noncontrolling interest	(20,741)	27,000	70,275
Net income (loss) attributable to Frank's International N.V.	<u>\$ (135,338)</u>	<u>\$ 79,110</u>	<u>\$ 159,037</u>

(1) Consolidated products revenue includes a small amount of revenues attributable to the U.S. Services, International Services and Blackhawk segments.

Consolidated Results of Operations

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Revenues. Revenues from external customers, excluding intersegment sales, for the year ended December 31, 2016 decreased by \$487.1 million, or 50.0%, to \$487.5 million from \$974.6 million for the year ended December 31, 2015. The decrease was primarily attributable to lower revenues in the majority of our segments due to declining activity as depressed oil and gas prices resulted in reduced rig count, downward pricing pressures, rig cancellations and delays as well as deferred work scopes in the International and U.S. Services regions while revenues for Tubular Sales decreased

due to lower international demand and decreased deep water fabrication revenue. The decreased revenues were partially offset by revenues in our Blackhawk segment of \$10.0 million resulting from our acquisition in November 2016. See Note 3 - Acquisitions in the Notes to Consolidated Financial Statements for additional information on our Blackhawk acquisition. Revenues for our segments are discussed separately below under the heading "Operating Segment Results."

Cost of revenues, exclusive of depreciation and amortization. Cost of revenues for the year ended December 31, 2016 decreased by \$158.0 million, or 37.8%, to \$260.4 million from \$418.4 million for the year ended December 31, 2015. The decrease was due to lower activity volumes, offset by cost actions taken throughout 2016. We also incurred additional costs of \$8.9 million related to our Blackhawk acquisition in November 2016.

General and administrative expenses. General and administrative ("G&A") expenses for the year ended December 31, 2016 decreased by \$41.9 million, or 15.5%, to \$228.8 million from \$270.7 million for the year ended December 31, 2015. Excluding the bad debt expense of \$11.3 million related primarily to the collectability of receivables in Venezuela (see "Customer Credit Risk" in Part II, Item 7A) and the bankrupt customer in Nigeria, general and administrative expenses for the year ended December 31, 2016 decreased by \$53.2 million, or 19.7%, primarily as a result of declining activity and pricing pressures, offset by internal cost initiatives, which included workforce reductions and lease terminations. Also, equity-based compensation expense decreased by \$10.3 million as the IPO grants for retirement-eligible employees had a two year service requirement, which was completed during the third quarter of 2015. The decreased costs were partially offset by an increase in professional fees, which included costs related to our ongoing global corporate initiatives and the investigation mentioned in Note 20 - Commitments and Contingencies in the Notes to Unaudited Condensed Consolidated Financial Statements.

Depreciation and amortization. Depreciation and amortization for the year ended December 31, 2016 increased by \$5.3 million, or 4.8%, to \$114.2 million from \$109.0 million for the year ended December 31, 2015. The increase was primarily attributable to our Timco and Blackhawk acquisitions as well as a higher depreciable base resulting from property and equipment additions.

Severance and other charges. Severance and other charges for the year ended December 31, 2016 were \$46.4 million as we continued to take steps to adjust our workforce to meet the depressed demand in the industry in addition to the retirement of fixed assets of \$29.9 million. See Note 19 - Severance and Other Charges in the Notes to Consolidated Financial Statements, which affected the following segments: International Services (\$12.2 million), U.S. Services (\$33.7 million) and Tubular Sales (\$0.6 million).

Merger and acquisition costs. Merger and acquisition costs for the year ended December 31, 2016 were \$13.8 million as a result of our Blackhawk acquisition as mentioned in Note 3 - Acquisitions in the Notes to Consolidated Financial Statements.

Foreign currency loss. Foreign currency loss for the year ended December 31, 2016 increased by \$4.5 million to \$10.8 million from \$6.4 million for the year ended December 31, 2015. The increase was primarily due to the devaluation of the Nigerian Naira.

Income tax expense (benefit). Income tax expense (benefit) for the year ended December 31, 2016 decreased by \$63.0 million, or 168.7%, to \$(25.6) million from \$37.3 million for the year ended December 31, 2015 primarily as a result of a decrease in taxable income and a change in jurisdictional mix. We are subject to many U.S. and foreign tax jurisdictions and many tax agreements and treaties among the various taxing authorities. Our operations in these jurisdictions are taxed on various bases such as income before taxes, deemed profits (which is generally determined using a percentage of revenues rather than profits) and withholding taxes based on revenues; consequently, the relationship between our pre-tax income from operations and our income tax provision varies from period to period.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Revenues. Revenues from external customers, excluding intersegment sales, for the year ended December 31, 2015 decreased by \$178.0 million, or 15.4%, to \$974.6 million from \$1,152.6 million for the year ended December 31, 2014. The decrease was primarily attributable to lower revenues in our U.S. Services and International segments with revenues

decreasing \$113.2 million and \$95.1 million, respectively, primarily as a result of declining rig count as well as downward pricing pressures, which were driven by depressed oil and gas prices. Additionally, there were some weather related delays in the Gulf of Mexico. The decreased revenues were partially offset by increased revenues in our Tubular Sales segment of \$30.3 million as a result of project related orders and being able to meet urgent unscheduled customer requests for products. Revenue for our segments are discussed separately below under the heading "Operating Segment Results."

Cost of revenues, exclusive of depreciation and amortization. Cost of revenues for the year ended December 31, 2015 decreased by \$61.6 million, or 12.8%, to \$418.4 million from \$480.0 million for the year ended December 31, 2014. The decrease was primarily attributable to lower activity and cost reduction efforts taken throughout the year, which caused a decrease in compensation-related costs of \$34.8 million, product costs of \$17.4 million and field supplies of \$7.5 million.

General and administrative expenses. G&A expenses for the year ended December 31, 2015 increased by \$3.3 million, or 1.2%, to \$270.7 million from \$267.4 million for the year ended December 31, 2014 primarily as a result of higher compensation-related costs of \$11.5 million as a result of continuing to build and optimize the human resource infrastructure to support a public company and professional fees of \$9.6 million due to acquisition costs and strategic initiatives to optimize and further develop various corporate functions. The increases were partially offset by decreased stock-based compensation expense of \$12.2 million as the six months ended June 30, 2014 included an out-of-period adjustment of \$7.5 million, which corrected the amortization of expense related to retirement-eligible employees (see Note 1 in the Notes to Consolidated Financial Statements for additional detail) in addition to lower other taxes of \$4.0 million.

Depreciation and amortization. Depreciation and amortization for the year ended December 31, 2015 increased by \$18.9 million, or 21.0%, to \$109.0 million from \$90.0 million for the year ended December 31, 2014. The increase was primarily attributable to our Timco acquisition of \$8.3 million as well as a higher depreciable base resulting from property and equipment additions.

Severance and other charges. Severance and other charges for the year ended December 31, 2015 were \$35.5 million as a result of the transition of a key executive to a non-executive member of the Supervisory Board, workforce reductions, base rationalization and lease termination fees, which affected the following segments: International Services (\$1.5 million), U.S. Services (\$32.8 million) and Tubular Sales (\$1.2 million).

Foreign currency loss. Foreign currency loss for the year ended December 31, 2015 decreased by \$10.7 million to \$6.4 million from \$17.0 million for the year ended December 31, 2014. The decrease was primarily due to foreign currency losses in Venezuela of \$13.0 million in 2014 and other changes caused by non-local currency working capital specifically in Norway, Brazil, the United Kingdom and the Eurozone.

Income tax expense. Income tax expense for the year ended December 31, 2015 decreased by \$38.1 million, or 50.5%, to \$37.3 million from \$75.4 million for the year ended December 31, 2014 as a result of a decrease in taxable income. We are subject to many U.S. and foreign tax jurisdictions and many tax agreements and treaties among the various taxing authorities. Our operations in these jurisdictions are taxed on various bases such as income before taxes, deemed profits (which is generally determined using a percentage of revenues rather than profits), and withholding taxes based on revenues; consequently, the relationship between our pre-tax income from operations and our income tax provision varies from period to period.

Operating Segment Results

The following table presents revenues and Adjusted EBITDA by segment (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Revenue:			
International Services	\$ 237,275	\$ 442,861	\$ 538,730
U.S. Services	172,417	352,281	463,372
Tubular Sales	106,971	241,983	240,277
Blackhawk	9,982	—	—
Intersegment sales	(39,114)	(62,525)	(89,747)
Total	\$ 487,531	\$ 974,600	\$ 1,152,632
Segment Adjusted EBITDA: ⁽¹⁾			
International Services	\$ 33,264	\$ 182,475	\$ 231,469
U.S. Services	(11,490)	95,516	181,712
Tubular Sales	1,741	40,999	38,366
Blackhawk	1,038	—	—
Total	24,553	318,990	451,547

(1) Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies. (For a reconciliation of our Adjusted EBITDA, see "—Adjusted EBITDA and Adjusted EBITDA Margin.")

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

International Services

Revenue for the International Services segment decreased by \$205.6 million, or 46.4%, compared to 2015, primarily due to depressed oil and gas prices, which challenged the economics of current development projects and caused the termination of ongoing drilling campaigns and the delay in the commencement of new projects, as well as cancellations or deferred work scopes.

Adjusted EBITDA for the International Services segment decreased by \$149.2 million, or 81.8%, compared to 2015, primarily due to the \$205.6 million decrease in revenue and \$11.3 million of bad debt expense related to the collectability of receivables in Venezuela (see "Customer Credit Risk" in Part II, Item 7A) and Nigeria, which were partially offset by lower expenses due to reduced activity and cost-cutting measures.

U.S. Services

Revenue for the U.S. Services segment decreased by \$179.9 million, or 51.1%, compared to 2015 primarily due to depressed oil and gas prices. Onshore services revenue decreased by \$51.3 million as a result of lower activity from declining rig counts and pricing discounts. The offshore business saw a decrease in revenue of \$125.9 million as a result of overall lower activity from weaknesses seen in the Gulf of Mexico due to rig cancellations and delays, coupled with downward pricing pressures.

Adjusted EBITDA for the U.S. Services segment decreased by \$107.0 million, or 112.0%, compared to 2015 primarily due to higher pricing concessions and lower activity of \$94.6 million and higher corporate and other costs of \$12.4 million primarily due to increased professional fees, which were attributable to ongoing global corporate initiatives.

Tubular Sales

Revenue for the Tubular Sales segment decreased by \$135.0 million, or 55.8%, compared to 2015, primarily as a result of lower international demand and decreased deep water fabrication revenue.

Adjusted EBITDA for the Tubular Sales segment decreased by \$39.3 million, or 95.8%, compared to 2015, as it was negatively impacted by fixed costs associated with the manufacturing division and decreased revenues.

Blackhawk

The Blackhawk segment is comprised solely of our acquisition on November 1, 2016. Revenues and Adjusted EBITDA for the segment were \$10.0 million and \$1.0 million, respectively, for the year ended December 31, 2016. See Note 3 - Acquisitions in the Notes to Consolidated Financial Statements for additional information on our Blackhawk acquisition.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

International Services

Revenue for the International Services segment decreased by \$95.9 million, or 17.8%, compared to 2014, primarily due to depressed oil and gas prices, which challenged the economics of current development projects in our Africa and Asia Pacific areas, and caused the termination of ongoing drilling campaigns and the delay in the commencement of new projects, as well as cancellations or deferred work scopes. The Africa region was also affected by poor results of pre-salt exploratory wells. The decrease was partially offset by an increase in Latin America revenues due to higher activity that started in the middle of 2014 and continued through the first half of 2015 in addition to an increase in contract work among various customers.

Adjusted EBITDA for the International Services segment decreased by \$49.0 million, or 21.2%, compared to 2014, primarily due to the \$95.9 million decrease in revenue, which was partially offset by lower expenses due to reduced activity and cost-cutting measures.

U.S. Services

Revenue for the U.S. Services segment decreased by \$111.1 million, or 24.0%, compared to 2014 primarily due to depressed oil and gas prices. Onshore services revenue decreased by \$71.5 million as a result of lower activity from declining rig counts and pricing discounts. The offshore business saw a smaller decrease in revenue of \$39.6 million as a result of operational rig delays due to operational and down-hole issues, weather related delays caused by unusually strong ocean loop currents in the Gulf of Mexico and some rig cancellations in the latter half of the year coupled with downward pricing pressure.

Adjusted EBITDA for the U.S. Services segment decreased by \$86.2 million, or 47.4%, compared to 2014 as a result of lower revenues from activity and pricing concessions in the onshore and offshore business of \$73.1 million as well as higher corporate and other costs of \$13.3 million primarily due to increased professional fees for acquisition costs. This was partially offset by declining cost of revenues and operating expenses, as the U.S. Services' operational footprint was reduced due to decreased activity, in addition to savings from the effect of cost rationalization actions taken throughout the year.

Tubular Sales

Revenue for the Tubular Sales segment increased by \$1.7 million, or 0.7%, compared to 2014, primarily from contracted orders in addition to being able to meet urgent unscheduled customer requests for products.

Adjusted EBITDA for the Tubular Sales segment increased by \$2.6 million, or 6.9%, compared to 2014, primarily due to higher Tubular sales and improved productivity of \$8.0 million. This was partially offset by lower volumes in manufacturing operations of \$5.4 million.

Blackhawk

The Blackhawk segment is comprised solely of our acquisition on November 1, 2016. There were no results of operations for the years ended December 31, 2015 or 2014. See Note 3 in the Notes to Consolidated Financial Statements for additional information on our Blackhawk acquisition.

Liquidity and Capital Resources

Liquidity

At December 31, 2016, we had cash and cash equivalents of \$319.5 million and debt of \$0.3 million. Our primary sources of liquidity to date have been cash flows from operations. Our primary uses of capital have been for organic growth capital expenditures and acquisitions. We continually monitor potential capital sources, including equity and debt financing, in order to meet our investment and target liquidity requirements.

Our total capital expenditures are estimated at \$40.0 million for 2017. We expect approximately \$22.0 million for the purchase and manufacture of equipment and \$18.0 million for other property, plant and equipment, inclusive of the purchase or construction of facilities. The actual amount of capital expenditures for the manufacture of equipment may fluctuate based on market conditions. During the years ended December 31, 2016, 2015 and 2014, capital expenditures were \$42.1 million, \$99.7 million and \$173.0 million, respectively, all of which were funded from internally generated sources. We believe our cash on hand, cash flows from operations and potential borrowings under our Credit Facility (as defined below), will be sufficient to fund our capital expenditure and liquidity requirements for the next twelve months.

We paid dividends on our common stock of \$79.0 million, or an aggregate of \$0.45 per common share, in addition to \$8.0 million in distributions to our noncontrolling interests during the year ended December 31, 2016. The timing, declaration, amount of, and payment of any dividends is within the discretion of our board of managing directors subject to the approval of our board of supervisory directors and will depend upon many factors, including our financial condition, earnings, capital requirements, covenants associated with certain of our debt service obligations, legal requirements, regulatory constraints, industry practice, ability to access capital markets, and other factors deemed relevant by our board of managing directors and our board of supervisory directors. We do not have a legal obligation to pay any dividend and there can be no assurance that we will be able to do so. The timing of distributions to our noncontrolling interests is pursuant to the Limited Partnership Agreement of Frank's International C.V. for the tax arising from their membership interests in FICV.

On August 19, 2016, we received notice from Mosing Holdings that it was exercising its right to exchange, for 52,976,000 common shares, each of the following securities: (i) 52,976,000 Preferred Shares and (ii) 52,976,000 units in FICV. We issued 52,976,000 common shares to Mosing Holdings on August 26, 2016. As a result, there are no remaining issued or outstanding Preferred Shares and the Mosing family beneficially owns approximately 173,752,764 of our common shares. In addition, our obligation to make payments to our noncontrolling interest pursuant to the Limited Partnership Agreement of Frank's International C.V. ceased as of the effective date of the exchange.

Credit Facility

We have a \$100.0 million revolving credit facility with certain financial institutions, including up to \$20.0 million in letters of credit and up to \$10.0 million in swingline loans, which matures in August 2018 (the “Credit Facility”). Subject to the terms of our Credit Facility, we have the ability to increase the commitments to \$150.0 million. At December 31, 2016 and 2015, we did not have any outstanding indebtedness under the Credit Facility. We had \$3.7 million and \$4.7 million in letters of credit outstanding as of December 31, 2016 and 2015, respectively. As of December 31, 2016, our ability to borrow under the Credit Facility has been reduced to approximately \$50 million from \$100 million as a result of our decreased Adjusted EBITDA. Our borrowing capacity under the Credit Facility could be further reduced or eliminated depending on our future Adjusted EBITDA. We will seek a multi-quarter covenant waiver sometime during the first quarter of 2017.

Borrowings under the Credit Facility bear interest, at our option, at either a base rate or an adjusted Eurodollar rate. Base rate loans under the Credit Facility bear interest at a rate equal to the higher of (i) the prime rate as published in the Wall Street Journal, (ii) the Federal Funds Effective Rate plus 0.50% or (iii) the adjusted Eurodollar rate plus 1.00%, plus an applicable margin ranging from 0.50% to 1.50%, subject to adjustment based on the leverage ratio. Interest is in each case payable quarterly for base-rate loans. Eurodollar loans under the Credit Facility bear interest at an adjusted Eurodollar rate equal to the Eurodollar rate for such interest period multiplied by the statutory reserves, plus an applicable margin ranging from 1.50% to 2.50%. Interest is payable at the end of applicable interest periods for Eurodollar loans, except that if the interest period for a Eurodollar loan is longer than three months, interest is paid at the end of each three-month period. The unused portion of the Credit Facility is subject to a commitment fee ranging from 0.250% to 0.375% based on certain leverage ratios.

The Credit Facility contains various covenants that, among other things, limit our ability to grant certain liens, make certain loans and investments, enter into mergers or acquisitions, enter into hedging transactions, change our lines of business, prepay certain indebtedness, enter into certain affiliate transactions, incur additional indebtedness or engage in certain asset dispositions.

The Credit Facility also contains financial covenants, which, among other things, require us, on a consolidated basis, to maintain (i) a ratio of total consolidated funded debt to adjusted EBITDA (as defined in the Credit Facility) of not more than 2.50 to 1.0; and (ii) a ratio of EBITDA to interest expense of not less than 3.0 to 1.0. As of December 31, 2016, we were in compliance with all financial covenants under the Credit Facility.

In addition, the Credit Facility contains customary events of default, including, among others, the failure to make required payments, failure to comply with certain covenants or other agreements, breach of the representations and covenants contained in the agreements, default of certain other indebtedness, certain events of bankruptcy or insolvency and the occurrence of a change in control.

Cash Flows from Operating, Investing and Financing Activities

Cash flows provided by (used in) our operations, investing and financing activities are summarized below (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Operating activities	\$ (10,831)	\$ 427,758	\$ 368,860
Investing activities	(178,915)	(174,689)	(173,643)
Financing activities	(96,765)	(141,209)	(115,750)
	(286,511)	111,860	79,467
Effect of exchange rate changes on cash activities	3,678	1,145	4,940
Increase (decrease) in cash and cash equivalents	<u>\$ (282,833)</u>	<u>\$ 113,005</u>	<u>\$ 84,407</u>

Statements of cash flows for entities with international operations that use the local currency as the functional currency exclude the effects of the changes in foreign currency exchange rates that occur during any given year, as these are noncash changes. As a result, changes reflected in certain accounts on the consolidated statements of cash flows may not reflect the changes in corresponding accounts on the consolidated balance sheets.

Operating Activities

Cash flow from operating activities was \$(10.8) million for the year ended December 31, 2016 as compared to \$427.8 million in 2015 and \$368.9 million in 2014. The decrease in 2016 was due primarily to a net loss and deferred tax benefit in addition to working capital changes, primarily in accounts receivable and accrued expense and other liabilities. The increase in 2015 was due primarily to working capital changes, primarily in accounts receivable and inventory. The overall increase was partially offset by a decrease in net income. The changes in both years were primarily a result of lower activity due to depressed oil and gas prices.

Investing Activities

Cash flow used in investing activities was \$178.9 million for the year ended December 31, 2016 as compared to \$174.7 million in 2015 and \$173.6 million in 2014. Our investing activities in 2016 were primarily related to the Blackhawk acquisition, which was offset by lower capital expenditures for property, plant and equipment in comparison to 2015. We also received \$11.1 million in proceeds from the sale of investments in our executive deferred compensation plan, which was used to make payments to former key employees. Our investing activities in 2015 were primarily related to the Timco acquisition, which was partially offset by lower capital expenditures for property, plant and equipment in comparison to 2014. In both 2016 and 2015, the capital expenditures were lower compared to the prior years as a result of a reduction in the need for additional equipment and machinery to service our customers due to declining rig activity caused by lower oil prices.

Financing Activities

Cash flow used in financing activities was \$96.8 million, \$141.2 million and \$115.8 million for the years ended December 31, 2016, 2015 and 2014, respectively. The decrease in 2016 was primarily due to lower dividend payments of \$13.8 million as a result of a reduction in the dividends per share amount and lower noncontrolling interest payments of \$35.5 million due to less estimable income tax associated with the partnership. These decreases were partially offset by higher repayments on borrowings of \$6.4 million. The increase in 2015 was primarily due to higher dividend payments of \$23.5 million.

Contractual Obligations

We are a party to various contractual obligations. A portion of these obligations are reflected in our financial statements, such as long-term debt, while other obligations, such as operating leases and purchase obligations, are not reflected on our balance sheet. The following is a summary of our contractual obligations as of December 31, 2016 (in thousands):

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt	\$ 276	\$ 276	\$ —	\$ —	\$ —
Noncancellable operating leases	47,876	12,768	14,023	7,991	13,094
Purchase obligations ⁽¹⁾	8,515	8,515	—	—	—
Total	\$ 56,667	\$ 21,559	\$ 14,023	\$ 7,991	\$ 13,094

(1) Includes purchase commitments for connectors and pipe for existing orders from our customers. We enter into purchase commitments as needed.

Not included in the table above are the tax receivable agreement (the "TRA") liability and uncertain tax positions of \$124.6 million and \$0.2 million, respectively, that we have accrued as of December 31, 2016, as the amounts and timing of payment, if any, are uncertain. See Note 14 for the TRA liability and Note 18 for the uncertain tax positions in the Notes to Consolidated Financial Statements.

Tax Receivable Agreement

We entered into the TRA with FICV and Mosing Holdings in connection with the IPO. The TRA generally provides for the payment by us to Mosing Holdings of 85% of the amount of the actual reductions, if any, in payments of U.S. federal, state and local income tax or franchise tax in periods after the IPO (which reductions we refer to as "cash savings") as a result of (i) the tax basis increases resulting from the transfer of FICV interests to us in connection with a conversion of shares of Preferred Stock into shares of our common stock on August 26, 2016 and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, payments under the TRA. In addition, the TRA provides for interest earned from the due date (without extensions) of the corresponding tax return to the date of payment specified by the TRA. We will retain the remaining 15% of cash savings, if any. The payment obligations under the TRA are our obligations and not obligations of FICV. The term of the TRA continues until all such tax benefits have been utilized or expired, unless we exercise our right to terminate the TRA.

If we elect to execute our sole right to terminate the TRA early, we would be required to make an immediate payment equal to the present value of the anticipated future tax benefits subject to the TRA (based upon certain assumptions and deemed events set forth in the TRA, including the assumption that it has sufficient taxable income to fully utilize such benefits and that any FICV interests that Mosing Holdings or its transferees own on the termination date are deemed to be exchanged on the termination date). In addition, payments due under the TRA will be similarly accelerated following certain mergers or other changes of control.

In certain circumstances, we may be required to make payments under the TRA that we have entered into with Mosing Holdings. In most circumstances, these payments will be associated with the actual cash savings that we recognize in connection with a conversion of Preferred Stock, which would reduce the actual tax benefit to us. If we were to elect to exercise our sole right to terminate the TRA early or enter into certain change of control transactions, we may incur payment obligations prior to the time we actually incur any tax benefit. In those circumstances, we would need to pay the amounts out of cash on hand, finance the payments or refrain from triggering the obligation. Though we do not have any present intention of triggering an advance payment under the TRA, based on our current liquidity and our expected ability to access debt and equity financing, we believe we would be able to make such a payment if necessary. Any such payment could reduce our cash on hand and our borrowing availability, however, which would also reduce the amount of cash available to operate our business, to fund capital expenditures and to be paid as dividends to our stockholders, among other things. Please see Note 14 - Related Party Transactions in the Notes to the Consolidated Financial Statements.

Off-Balance Sheet Arrangements

At December 31, 2016, we had no off-balance sheet arrangements with the exception of operating leases.

Critical Accounting Policies

The preparation of consolidated financial statements in conformity with GAAP requires management to select appropriate accounting principles from those available, to apply those principles consistently and to make reasonable estimates and assumptions that affect revenues and associated costs as well as reported amounts of assets and liabilities, and related disclosure of contingent assets and liabilities. Certain accounting policies involve judgments and uncertainties. We evaluate estimates and assumptions on a regular basis. We base our respective estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from the estimates and assumptions used in preparation of our consolidated financial statements. We consider the following policies to be the most critical to understanding the judgments that are involved and the uncertainties that could impact our results of operations, financial condition and cash flows.

Revenue Recognition

All revenue is recognized when all of the following criteria have been met: (1) evidence of an arrangement exists; (2) delivery to and acceptance by the customer has occurred; (3) the price to the customer is fixed or determinable; and (4) collectability is reasonably assured, as follows:

Services Revenue. We provide tubular and other well construction services to clients in the oil and gas industry. We perform services either under direct service purchase orders or master service agreements. Service revenue is recognized as services are performed or rendered.

- International service hours are billed per man hour, per day or similar basis.
- U.S. services are billed on,
 - i) Offshore - per day or similar basis.
 - ii) Land - per man hour or on a project basis.
- Blackhawk services are billed primarily on a per day basis for both domestic and international.

Rental Revenue. We design and manufacture a suite of highly technical equipment and products that we rent to our customers in connection with providing our services, including high-end, proprietary tubular handling or well construction equipment. We rent our products either under direct rental agreements or with customers with rental agreements in place. Revenue from rental agreements is recognized as earned over the rental period.

- International equipment rentals are billed on a per month or similar basis.
- U.S. equipment rentals are billed on,
 - i) Offshore - per day or similar basis.
 - ii) Land - on completion of a job or project basis.
- Blackhawk services are billed on,
 - i) Offshore and Land - per day basis with some minimum days requirements
 - ii) International - negotiated contracts but are primarily based on monthly rentals.

For customers contracted under direct service purchase orders and direct rental agreements, an accrual is recorded in unbilled accounts receivable for revenue earned but not yet invoiced.

Tubular Sales and Blackhawk Revenue. Revenue on tubular and Blackhawk sales is recognized when the product has shipped and significant risks of ownership have passed to the customer. The sales arrangements typically do not include right of return or other similar provisions or other post-delivery obligations.

Some of our tubular sales and well construction customers have requested that we store pipe, connectors and other products purchased from us in our facilities. We considered whether revenue should be recognized on these sales under the “bill and hold” guidance provided by the SEC Staff; however, based upon the assessment performed, revenue recognition on these transactions totaling \$18.1 million and \$57.6 million was deferred at December 31, 2016 and 2015, respectively until delivery and significant risks of ownership have passed to the customer.

Income Taxes

The liability method is used for determining our income tax provisions, under which current and deferred tax liabilities and assets are recorded in accordance with enacted tax laws and rates. Under this method, the amounts of deferred tax liabilities and assets at the end of each period are determined using the tax rate expected to be in effect when taxes are actually paid or recovered. Valuation allowances are established to reduce deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In determining the need for valuation allowances, we have considered and made judgments and estimates regarding estimated future taxable income and ongoing prudent and feasible tax planning strategies. These estimates and judgments include some degree of uncertainty, and changes in these estimates and assumptions could require us to adjust the valuation allowances for our deferred tax assets. Historically, changes to valuation allowances have been caused by major changes in the business

cycle in certain countries and changes in local country law. The ultimate realization of the deferred tax assets depends on the generation of sufficient taxable income in the applicable taxing jurisdictions.

Through FICV, we operate in approximately 60 countries under many legal forms. As a result, we are subject to the jurisdiction of numerous U.S. and foreign tax authorities, as well as to tax agreements and treaties among these governments. Our operations in these different jurisdictions are taxed on various bases: actual income before taxes, deemed profits (which are generally determined using a percentage of revenue rather than profits) and withholding taxes based on revenue. Determination of taxable income in any jurisdiction requires the interpretation of the related tax laws and regulations and the use of estimates and assumptions regarding significant future events such as the amount, timing and character of deductions, permissible revenue recognition methods under the tax law and the sources and character of income and tax credits. Changes in tax laws, regulations, agreements and treaties, foreign currency exchange restrictions or our level of operations or profitability in each taxing jurisdiction could have an impact on the amount of income taxes that we provide during any given year.

Our tax filings for various periods are subject to audit by the tax authorities in most jurisdictions where we conduct business. These audits may result in assessments of additional taxes that are resolved with the authorities or through the courts. We believe these assessments may occasionally be based on erroneous and even arbitrary interpretations of local tax law. Resolution of these situations inevitably includes some degree of uncertainty; accordingly, we provide taxes only for the amounts we believe will ultimately result from these proceedings. The resulting change to our tax liability, if any, is dependent on numerous factors including, among others, the amount and nature of additional taxes potentially asserted by local tax authorities; the willingness of local tax authorities to negotiate a fair settlement through an administrative process; the impartiality of the local courts; the number of countries in which we do business; and the potential for changes in the tax paid to one country to either produce, or fail to produce, an offsetting tax change in other countries. Our experience has been that the estimates and assumptions we have used to provide for future tax assessments have proven to be appropriate. However, past experience is only a guide, and the potential exists that the tax resulting from the resolution of current and potential future tax controversies may differ materially from the amount accrued.

In addition to the aforementioned assessments that have been received from various tax authorities, we also provide for taxes for uncertain tax positions where formal assessments have not been received. The determination of these liabilities requires the use of estimates and assumptions regarding future events. Once established, we adjust these amounts only when more information is available or when a future event occurs necessitating a change to the reserves such as changes in the facts or law, judicial decisions regarding the application of existing law or a favorable audit outcome. We believe that the resolution of tax matters will not have a material effect on our consolidated financial condition, although a resolution could have a material impact on our consolidated statements of operations for a particular period and on our effective tax rate for any period in which such resolution occurs.

Allowance for Doubtful Accounts

We evaluate whether client receivables are collectible. We perform ongoing credit evaluations of our clients and monitor collections and payments in order to maintain a provision for estimated uncollectible accounts based on our historical collection experience and our current aging of client receivables outstanding in addition to clients' representations and our understanding of the economic environment in which our clients operate. Based on our review, we establish or adjust allowances for specific clients and the accounts receivable as a whole. Due primarily to the uncertainty of collection from our national oil company customer in Venezuela and a bankrupt customer in Nigeria, we recorded an allowance of \$11.8 million during 2016. Our allowance for doubtful accounts at December 31, 2016 and 2015 was \$14.3 million and \$2.5 million, respectively.

Recent Accounting Pronouncements

See Note 1 in the Notes to Consolidated Financial Statements set forth in Part II, Item 8, "Financial Statements and Supplementary Data," under the heading "Recent Accounting Pronouncements" included in this Form 10-K.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

We are exposed to certain market risks that are inherent in our financial instruments and arise from changes in foreign currency exchange rates and interest rates. A discussion of our market risk exposure in financial instruments is presented below.

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risks. The disclosures are not meant to be precise indicators of expected future losses or gains, but rather indicators of reasonably possible losses or gains. This forward-looking information provides indicators of how we view and manage our ongoing market risk exposures.

Foreign Currency Exchange Rates

We operate in virtually every oil and natural gas exploration and production region in the world. In some parts of the world, the currency of our primary economic environment is the U.S. dollar, and we use the U.S. dollar as our functional currency. In other parts of the world, such as Europe, Norway, Africa and Brazil, we conduct our business in currencies other than the U.S. dollar, and the functional currency is the applicable local currency. Assets and liabilities of entities for which the functional currency is the local currency are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, resulting in translation adjustments that are reflected in accumulated other comprehensive income (loss) in the shareholders' equity section on our consolidated balance sheets. A portion of our net assets are impacted by changes in foreign currencies in relation to the U.S. dollar.

For the year ended December 31, 2016, on a U.S. dollar-equivalent basis, approximately 25% of our revenue was represented by currencies other than the U.S. dollar. However, no single foreign currency poses a primary risk to us. A hypothetical 10% decrease in the exchange rates for each of the foreign currencies in which a portion of our revenues is denominated would result in a 2.3% decrease in our overall revenues for the year ended December 31, 2016.

In December 2015, we began entering into short-duration foreign currency forward contracts. We use these instruments to mitigate our exposure to non-local currency operating working capital. We are also exposed to market risk on our forward contracts related to potential non-performance by our counterparty. It is our policy to enter into derivative contracts with counterparties that are creditworthy institutions.

We account for our derivative activities under the accounting guidance for derivatives and hedging. Derivatives are recognized on the consolidated balance sheet at fair value. Although the derivative contracts will serve as an economic hedge of the cash flow of our currency exchange risk exposure, they are not formally designated as hedge contracts for hedge accounting treatment. Accordingly, any changes in the fair value of the derivative instruments during a period will be included in our consolidated statements of operations.

As of December 31, 2016 and 2015, we had the following foreign currency derivative contracts outstanding in U.S. dollars:

Foreign Currency	Notional Amount	Contractual Exchange Rate	Fair Value at December 31, 2016
Canadian dollar	\$ 4,553	1.3179	\$ 74
Euro	4,753	1.0563	(11)
Euro	2,558	1.0659	(24)
Norwegian kroner	3,643	8.5101	38
Pound sterling	3,908	1.2607	69
			<u>\$ 146</u>

Foreign Currency	Notional Amount	Contractual Exchange Rate	Fair Value at December 31, 2015
Canadian dollar	\$ 5,091	1.3751	\$ 48
Euro	19,706	1.0948	(106)
Norwegian kroner	11,498	8.6973	162
Pound sterling	7,516	1.5031	106
			\$ 210

Based on the derivative contracts that were in place as of December 31, 2016, a simultaneous 10% devaluation of the Canadian dollar, Euro, Norwegian kroner, and Pound sterling compared to the U.S. dollar would result in a \$1.3 million increase in the market value of our forward contracts.

In February 2015, the Venezuelan government created a new open market foreign exchange system, the Marginal Currency System, or SIMADI, which was the third system in a three-tier exchange control mechanism. SIMADI was a floating market rate for the conversion of Venezuelan Bolivar Fuertes ("Bolivars") to U.S. dollars based on supply and demand. The three-tier exchange rate mechanisms included the following: (i) the National Center of Foreign Commerce official rate of 6.3 Bolivars per U.S. dollar, which remained unchanged; (ii) the SICAD I, which continued to hold periodic auctions for specific sectors of the economy; and (iii) the SIMADI.

On March 9, 2016, the Central Bank of Venezuela issued Exchange Agreement No. 35, which changed the three-tiered official currency control system to a dual foreign exchange system. The preferential exchange rate, now called DIPRO, has an official rate of 10 Bolivars to the U.S. dollar and replaces the official rate of 6.3 Bolivars per U.S. dollar. DIPRO is available for essential imports and transactions. All other transactions will be subject to the DICOM rate, which is the replacement for the SIMADI.

As of December 31, 2016, we applied the DICOM exchange rate as we believed that this rate best represented the economics of our business activity in Venezuela. At December 31, 2016, we had approximately \$(62,246) in net monetary assets denominated in Bolivars using the DICOM rate, which was approximately 673.76 Bolivars to the U.S. dollar. In the event of a devaluation of the current exchange mechanism in Venezuela or any other new exchange mechanism that might emerge for financial reporting purposes, it would result in our recording a devaluation charge in our condensed consolidated statements of operations.

Interest Rate Risk

As of December 31, 2016, we did not have an outstanding funded debt balance under the Credit Facility. If we borrow under the Credit Facility in the future, we will be exposed to changes in interest rates on our floating rate borrowings under the Credit Facility. Although we do not currently utilize interest rate derivative instruments to reduce interest rate exposure, we may do so in the future.

Customer Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk are trade receivables. We extend credit to customers and other parties in the normal course of business. International sales also present various risks including governmental activities that may limit or disrupt markets and restrict the movement of funds. We operate in more than 60 countries and as such our accounts receivables are spread over many countries and customers. As of December 31, 2016, two customers in Venezuela and Angola accounted for approximately 14% of our gross accounts receivables balance. Our receivables in Venezuela and Angola are denominated in U.S. dollars. We have experienced payment delays from our national oil company customer in Venezuela and have been notified of a six month delay in payment from the national oil company in Angola as it is undergoing restructuring. These receivables are not disputed,

and we have not historically had material write-offs relating to these customers. We maintain an allowance for uncollectible accounts receivables based on expected collectability and ongoing credit evaluations of our customers' financial condition. If the financial condition of our customers were to diminish resulting in an impairment of their ability to make payments, adjustments to the allowance may be required. Due to the uncertainty of collection from our national oil company customer in Venezuela and a bankrupt customer in Nigeria, we recorded an allowance of \$11.3 million during 2016. In the first quarter of 2016, we also made a decision to curtail operations in Venezuela and operations in Angola are significantly down due to the drop in oil prices.

We are also exposed to credit risk because our customers are concentrated in the oil and natural gas industry. This concentration of customers may impact overall exposure to credit risk, either positively or negatively, because our customers may be similarly affected by changes in economic and industry conditions, including sensitivity to commodity prices. While current energy prices are important contributors to positive cash flow for our customers, expectations about future prices and price volatility are generally more important for determining future spending levels. However, any prolonged increase or decrease in oil and natural gas prices affects the levels of exploration, development and production activity, as well as the entire health of the oil and natural gas industry, and can therefore negatively impact spending by our customers.

Item 8. *Financial Statements and Supplementary Data*

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Management's Report on Internal Control Over Financial Reporting

Management of the Company, including the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

We conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2016 based on the *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on our evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2016.

The effectiveness of our internal control over financial reporting as of December 31, 2016 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Report of Independent Registered Public Accounting Firm

To the Board of Supervisory Directors and Stockholders of Frank's International N.V.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows, present fairly, in all material respects, the financial position of Frank's International N.V. and its subsidiaries at December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15 (a) (2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
February 24, 2017

FRANK'S INTERNATIONAL N.V.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31,	
	2016	2015
Assets		
Current assets:		
Cash and cash equivalents	\$ 319,526	\$ 602,359
Accounts receivables, net	167,417	246,191
Inventories	139,079	161,263
Other current assets	14,027	13,923
Total current assets	<u>640,049</u>	<u>1,023,736</u>
Property, plant and equipment, net	567,024	624,959
Goodwill and intangible assets, net	256,146	25,210
Other assets	124,842	52,933
Total assets	<u>\$ 1,588,061</u>	<u>\$ 1,726,838</u>
Liabilities and Equity		
Current liabilities:		
Short-term debt	\$ 276	\$ 7,321
Accounts payable	16,081	12,784
Deferred revenue	18,072	57,637
Accrued and other current liabilities	64,950	111,884
Total current liabilities	<u>99,379</u>	<u>189,626</u>
Deferred tax liabilities	20,951	40,257
Other non-current liabilities	156,412	44,824
Total liabilities	<u>276,742</u>	<u>274,707</u>
Commitments and contingencies (Note 20)		
Series A preferred stock, €0.01 par value, no shares authorized, issued or outstanding at 2016; 52,976,000 shares authorized, issued and outstanding at 2015	—	705
Stockholders' equity		
Common stock, €0.01 par value, 798,096,000 shares authorized, 223,161,356 shares issued and 222,401,427 shares outstanding at December 31, 2016 and 745,120,000 shares authorized, 155,661,150 shares issued and 155,146,338 shares outstanding at December 31, 2015	2,802	2,045
Additional paid-in capital	1,036,786	712,486
Retained earnings	317,270	531,621
Accumulated other comprehensive loss	(32,977)	(25,555)
Treasury shares (at cost), 759,929 and 514,812 at December 31, 2016 and 2015, respectively	<u>(12,562)</u>	<u>(9,298)</u>
Total stockholders' equity	<u>1,311,319</u>	<u>1,211,299</u>
Noncontrolling interest	—	240,127
Total equity	<u>1,311,319</u>	<u>1,451,426</u>
Total liabilities and equity	<u>\$ 1,588,061</u>	<u>\$ 1,726,838</u>

The accompanying notes are an integral part of these consolidated financial statements.

FRANK'S INTERNATIONAL N.V.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31,		
	2016	2015	2014
Revenues:			
Equipment rentals and services	\$ 397,369	\$ 766,252	\$ 969,703
Products	90,162	208,348	182,929
Total revenue	<u>487,531</u>	<u>974,600</u>	<u>1,152,632</u>
Operating expenses:			
Cost of revenues, exclusive of depreciation and amortization			
Equipment rentals and services	201,316	304,473	369,855
Products	59,037	113,918	110,126
General and administrative expenses	228,802	270,678	267,378
Depreciation and amortization	114,215	108,962	90,041
Severance and other charges	46,406	35,484	—
Changes in contingent consideration	—	(1,532)	—
(Gain) loss on sale of assets	1,117	(1,038)	289
Operating income (loss)	<u>(163,362)</u>	<u>143,655</u>	<u>314,943</u>
Other income (expense):			
Other income	4,170	5,791	6,735
Interest income, net	2,073	341	87
Mergers and acquisition expense	(13,784)	—	—
Foreign currency loss	(10,819)	(6,358)	(17,041)
Total other income (expense)	<u>(18,360)</u>	<u>(226)</u>	<u>(10,219)</u>
Income (loss) before income tax expense (benefit)	(181,722)	143,429	304,724
Income tax expense (benefit)	(25,643)	37,319	75,412
Net income (loss)	(156,079)	106,110	229,312
Net income (loss) attributable to noncontrolling interest	(20,741)	27,000	70,275
Net income (loss) attributable to Frank's International N.V.	<u>\$ (135,338)</u>	<u>\$ 79,110</u>	<u>\$ 159,037</u>
Preferred stock dividends	(1)	(2)	(1)
Net income (loss) attributable to Frank's International N.V. common shareholders	<u>\$ (135,339)</u>	<u>\$ 79,108</u>	<u>\$ 159,036</u>
Earnings (loss) per common share:			
Basic	<u>\$ (0.77)</u>	<u>\$ 0.51</u>	<u>\$ 1.03</u>
Diluted	<u>\$ (0.77)</u>	<u>\$ 0.50</u>	<u>\$ 1.03</u>
Weighted average common shares outstanding:			
Basic	<u>176,584</u>	<u>154,662</u>	<u>153,814</u>
Diluted	<u>176,584</u>	<u>209,152</u>	<u>207,828</u>

The accompanying notes are an integral part of these consolidated financial statements.

FRANK'S INTERNATIONAL N.V.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	Year Ended December 31,		
	2016	2015	2014
Net income (loss)	\$ (156,079)	\$ 106,110	\$ 229,312
Other comprehensive income (loss):			
Foreign currency translation adjustments	546	(14,039)	(11,104)
<i>Marketable securities:</i>			
Unrealized gain (loss) on marketable securities	1,214	(1,500)	(4,782)
Deferred tax asset / liability change	(418)	314	—
Unrealized gain (loss) on marketable securities, net of tax	796	(1,186)	(4,782)
Total other comprehensive income (loss)	1,342	(15,225)	(15,886)
Comprehensive income (loss)	(154,737)	90,885	213,426
Less: Comprehensive income (loss) attributable to noncontrolling interest	(20,180)	23,120	66,216
Add: Transfer of Mosing Holdings interest to FINV attributable to comprehensive loss (See Note 12)	(8,203)	—	—
Comprehensive income (loss) attributable to Frank's International N.V.	<u>\$ (142,760)</u>	<u>\$ 67,765</u>	<u>\$ 147,210</u>

The accompanying notes are an integral part of these consolidated financial statements.

FRANK'S INTERNATIONAL N.V.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Stock		Additional	Retained	Accumulated	Treasury	Non-	Total
	Shares	Value	Paid-In Capital	Earnings	Other Comprehensive Income (Loss)	Stock	controlling Interest	Stockholders' Equity
Balance at December 31, 2013	153,524	\$ 2,019	\$ 642,164	\$ 455,632	\$ (2,383)	\$ —	\$ 235,895	\$ 1,333,327
Net income	—	—	—	159,037	—	—	70,275	229,312
Tax benefits due to offering costs	—	—	3,093	—	—	—	—	3,093
Foreign currency translation adjustments	—	—	—	—	(8,266)	—	(2,838)	(11,104)
Unrealized loss on marketable securities	—	—	—	—	(3,561)	—	(1,221)	(4,782)
Equity-based compensation expense	—	—	38,368	—	—	—	—	38,368
Distribution to noncontrolling interest	—	—	—	—	—	—	(41,565)	(41,565)
Common stock dividends (\$0.45 per share)	—	—	—	(69,311)	—	—	—	(69,311)
Preferred stock dividends	—	—	—	(1)	—	—	—	(1)
Common shares issued upon vesting of restricted stock units	1,047	14	(14)	—	—	—	—	—
Treasury shares withheld	(244)	—	—	—	—	(4,801)	—	(4,801)
Balance at December 31, 2014	154,327	2,033	683,611	545,357	(14,210)	(4,801)	260,546	1,472,536
Net income	—	—	—	79,110	—	—	27,000	106,110
Foreign currency translation adjustments	—	—	—	—	(10,462)	—	(3,577)	(14,039)
Unrealized loss on marketable securities	—	—	—	—	(883)	—	(303)	(1,186)
Equity-based compensation expense	—	—	28,600	—	—	—	—	28,600
Distribution to noncontrolling interest	—	—	—	—	—	—	(43,539)	(43,539)
Common stock dividends (\$0.60 per share)	—	—	—	(92,844)	—	—	—	(92,844)
Preferred stock dividends	—	—	—	(2)	—	—	—	(2)
Common shares issued upon vesting of restricted stock units	1,070	12	(12)	—	—	—	—	—
Common shares issued for ESPP	20	—	287	—	—	—	—	287
Treasury shares withheld	(271)	—	—	—	—	(4,497)	—	(4,497)
Balance at December 31, 2015	155,146	2,045	712,486	531,621	(25,555)	(9,298)	240,127	1,451,426
Net loss	—	—	—	(135,338)	—	—	(20,741)	(156,079)
Foreign currency translation adjustments	—	—	—	—	165	—	381	546
Unrealized gain on marketable securities	—	—	—	—	616	—	180	796
Equity-based compensation expense	—	—	15,978	—	—	—	—	15,978
Distribution to noncontrolling interest	—	—	—	—	—	—	(8,027)	(8,027)
Common stock dividends (\$0.45 per share)	—	—	—	(79,012)	—	—	—	(79,012)
Preferred stock dividends	—	—	—	(1)	—	—	—	(1)
Transfer of Mosing Holdings interest to FINV	—	—	239,871	—	(8,203)	—	(211,920)	19,748
Common shares issued on conversion Series A preferred stock	52,976	597	—	—	—	—	—	597
Common shares issued upon vesting of restricted stock units	1,644	19	(19)	—	—	—	—	—
Tax Receivable Agreement ("TRA") and associated deferred taxes	—	—	(76,409)	—	—	—	—	(76,409)
Common shares issued for ESPP	76	1	972	—	—	—	—	973
Blackhawk acquisition	12,804	140	143,907	—	—	—	—	144,047
Treasury shares withheld	(245)	—	—	—	—	(3,264)	—	(3,264)
Balance at December 31, 2016	222,401	\$ 2,802	\$ 1,036,786	\$ 317,270	\$ (32,977)	\$ (12,562)	\$ —	\$ 1,311,319

The accompanying notes are an integral part of these consolidated financial statements.

FRANK'S INTERNATIONAL N.V.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2016	2015	2014
Cash flows from operating activities			
Net income (loss)	\$ (156,079)	\$ 106,110	\$ 229,312
Adjustments to reconcile net income (loss) to cash provided by operating activities			
Depreciation and amortization	114,215	108,962	90,041
Equity-based compensation expense	15,978	28,600	38,368
Amortization of deferred financing costs	164	164	235
Venezuelan currency devaluation charge	—	—	13,010
Deferred tax provision (benefit)	(27,536)	4,868	27,995
Provision for (recovery of) bad debts	11,581	228	(3,137)
(Gain) loss on sale of assets	1,117	(1,038)	289
Loss on asset retirement	29,881	—	—
Changes in fair value of investments	(1,123)	741	(1,403)
Change in value of contingent consideration	—	(1,532)	—
Unrealized (gain) loss on derivative	64	(210)	—
Other	—	(3,909)	—
Changes in operating assets and liabilities, net of effects from acquisitions			
Accounts receivable	70,388	140,657	(43,349)
Inventories	27,379	41,502	(30,282)
Other current assets	4,039	16,981	(7,926)
Other assets	(692)	1,333	(1,619)
Accounts payable	(3,485)	(3,035)	4,991
Deferred revenue	(39,659)	(18,473)	13,505
Accrued expenses and other current liabilities	(43,583)	3,971	32,915
Other noncurrent liabilities	(13,480)	1,838	5,915
Net cash provided by (used in) operating activities	(10,831)	427,758	368,860
Cash flows from investing activities			
Acquisition of Blackhawk (net of acquired cash)	(150,437)	—	—
Acquisition of Timco Services, Inc. (net of acquired cash)	—	(78,676)	—
Purchase of property, plant and equipment	(42,127)	(99,723)	(172,952)
Proceeds from sale of assets and equipment	3,858	4,579	848
Proceeds from sale of investments	11,101	—	—
Purchase of marketable securities	(1,003)	(869)	(1,539)
Other	(307)	—	—
Net cash used in investing activities	(178,915)	(174,689)	(173,643)
Cash flows from financing activities			
Repayments of borrowings	(7,201)	(765)	(72)
Proceeds from borrowings	363	151	—
Cost of Series A convertible preferred stock conversion to common stock	(595)	—	—
Dividends paid on common stock	(79,013)	(92,844)	(69,311)
Dividends paid on preferred stock	(1)	(2)	(1)
Distribution to noncontrolling interest	(8,027)	(43,539)	(41,565)
Treasury shares withheld	(3,264)	(4,497)	(4,801)
Proceeds from the issuance of ESPP shares	973	287	—
Net cash used in financing activities	(96,765)	(141,209)	(115,750)
Effect of exchange rate changes on cash due to Venezuelan devaluation	—	—	(1,040)
Effect of exchange rate changes on cash	3,678	1,145	5,980
Net increase (decrease) in cash	(282,833)	113,005	84,407
Cash and cash equivalents at beginning of period	602,359	489,354	404,947
Cash and cash equivalents at end of period	\$ 319,526	\$ 602,359	\$ 489,354

The accompanying notes are an integral part of these consolidated financial statements.

FRANK'S INTERNATIONAL N.V.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1—Basis of Presentation and Significant Accounting Policies

Nature of Business

Frank's International N.V. ("FINV"), a limited liability company organized under the laws of the Netherlands, is a global provider of highly engineered tubular services, tubular fabrication and specialty well construction and well intervention solutions to the oil and gas industry. FINV provides services to leading exploration and production companies in both offshore and onshore environments with a focus on complex and technically demanding wells.

Basis of Presentation

The consolidated financial statements of FINV for the years ended December 31, 2016, 2015 and 2014 include the activities of Frank's International C.V. ("FICV") and its wholly owned subsidiaries (collectively, "Company," "we," "us" and "our"). All intercompany accounts and transactions have been eliminated for purposes of preparing these consolidated financial statements.

Our accompanying consolidated financial statements and related financial information have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"). In the opinion of management, these consolidated financial statements reflect all adjustments consisting solely of normal accruals that are necessary for the fair presentation of financial results as of and for the periods presented.

The consolidated financial statements have been prepared on a historical cost basis using the United States dollar as the reporting currency. Our functional currency is primarily the United States dollar.

Out-Of-Period Adjustment

During our review of the three months ended June 30, 2014, we identified a non-cash error that originated in prior periods. The error related to the attribution of the cost of share-based compensation to the requisite service periods of retirement-eligible employees. Awards made pursuant to the 2013 Long-Term Incentive Plan generally provided that the awards vest if the employee retires. The requisite service period for awards does not extend beyond the date an employee becomes eligible to retire, which causes the requisite service period to be either two years or the period from grant date to the date the employee becomes retirement eligible. In the second quarter of 2014, we discovered that share-based compensation expense related to retirement-eligible employees was cumulatively understated through the first quarter of 2014 by approximately \$7.5 million. Because the errors were immaterial both in the periods in which they arose and in which they were corrected, the correction was recorded as an out-of-period adjustment in the second quarter of 2014 and is included in general and administrative expenses on the consolidated statements of operations.

Significant Accounting Policies

Accounting Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Accounts Receivable

We establish an allowance for doubtful accounts based on various factors including historical experience, the current aging status of our customer accounts, the financial condition of our customers and the business and political environment in which our customers operate. Provisions for doubtful accounts are recorded when it becomes probable that customer accounts are uncollectible.

FRANK'S INTERNATIONAL N.V.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Cash and Cash Equivalents

We consider all highly liquid financial instruments purchased with an original maturity of three months or less to be cash equivalents. Throughout the year, we have cash balances in excess of federally insured limits deposited with various financial institutions. We have not experienced any losses in such accounts and believe we are not exposed to any significant credit risk on cash and cash equivalents.

Comprehensive Income

Accounting standards on reporting comprehensive income require that certain items, including foreign currency translation adjustments and unrealized gains and losses on marketable securities be presented as components of comprehensive income. The cumulative amounts recognized by us under these standards are reflected in the consolidated balance sheet as accumulated other comprehensive income, a component of stockholders' equity.

Contingencies

Certain conditions may exist as of the date our consolidated financial statements are issued that may result in a loss to us, but which will only be resolved when one or more future events occur or fail to occur. Our management, with input from legal counsel, assesses such contingent liabilities, and such assessment inherently involves an exercise in judgment. In assessing loss contingencies related to legal proceedings pending against us or unasserted claims that may result in proceedings, our management, with input from legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates it is probable a material loss has been incurred and the amount of liability can be estimated, then the estimated liability would be accrued in our consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, is disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Derivative Financial Instruments

When we deem appropriate, we use foreign currency forward derivative contracts to mitigate the risk of fluctuations in foreign currency exchange rates. We use these instruments to mitigate our exposure to non-local currency working capital. We do not hold or issue financial instruments for trading or other speculative purposes. We account for our derivative activities under the provisions of accounting guidance for derivatives and hedging. Derivatives are recognized on the consolidated balance sheet at fair value. Although the derivative contracts will serve as an economic hedge of the cash flow of our currency exchange risk exposure, they are not formally designated as hedge contracts for hedge accounting treatment. Accordingly, any changes in the fair value of the derivative instruments during a period will be included in our consolidated statements of operations.

Earnings (Loss) Per Share

Basic earnings (loss) per share excludes dilution and is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities to issue common stock were exercised or converted to common stock.

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Fair Value of Financial Instruments

Our financial instruments consist primarily of cash and cash equivalents, trade accounts receivable, available-for-sale securities, derivative financial instruments, obligations under trade accounts payable and short and long-term debt. Due to their short-term nature, the carrying values for cash and cash equivalents, trade accounts receivable and trade accounts payable approximate fair value. Refer to Note 10 – Fair Value Measurements for the fair values of our available-for-sale securities, derivative financial instruments, and other obligations.

Foreign Currency Translations and Transactions

Results of operations for foreign subsidiaries with functional currencies other than the U.S. dollar are translated using average exchange rates during the period. Assets and liabilities of these foreign subsidiaries are translated using the exchange rates in effect at the balance sheet dates. Gains and losses resulting from these translations are included in accumulated other comprehensive income within stockholders' equity.

For those foreign subsidiaries that have designated the U.S. dollar as the functional currency, gains and losses resulting from balance sheet remeasurement of foreign operations are included in the consolidated statements of operations as incurred. Gains and losses resulting from transactions denominated in a foreign currency are also included in the consolidated statements of operations as incurred.

Goodwill

Goodwill is not subject to amortization and is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. A qualitative assessment is allowed to determine if goodwill is potentially impaired. The qualitative assessment determines whether it is more likely than not that a reporting unit's fair value is less than its carrying amount. If it is more likely than not that the fair value of the reporting unit is less than the carrying amount, then the two step impairment test is performed. First, the fair value of each reporting unit is compared to its carrying value to determine whether an indication of impairment exists. If impairment is indicated, then the fair value of the reporting unit's goodwill is determined by allocating the unit's fair value to its assets and liabilities (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination. The amount of impairment for goodwill is measured as the excess of its carrying value over its fair value. We complete our assessment of goodwill impairment as of December 31 each year. No impairment was recorded for years ended December 31, 2016, 2015 and 2014. Our goodwill is allocated to our operating segments as follows: U.S. Services - approximately \$16.2 million; Tubular Sales - approximately \$2.4 million; Blackhawk - approximately \$192.4 million. The inputs used in the determination of fair value are generally level 3 inputs. See Note 10 – Fair Value Measurements in these Notes to Consolidated Financial Statements for a discussion of fair value measures.

Impairment of Long-Lived Assets

Long-lived assets, which include property, plant and equipment, and certain other assets to be held and used by us, are reviewed when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable based on estimated future cash flows. If this assessment indicates that the carrying values will not be recoverable, as determined based on undiscounted cash flows over the remaining useful lives, an impairment loss is recognized based on the fair value of the asset.

Income Taxes

We operate under many legal forms in approximately 60 countries. As a result, we are subject to many U.S. and foreign tax jurisdictions and many tax agreements and treaties among the various taxing authorities. Our operations in these different jurisdictions are taxed on various bases such as income before taxes, deemed profits (which is generally determined using a percentage of revenues rather than profits), and withholding taxes based on revenues. Determination of taxable income in any jurisdiction requires the interpretation of the related tax laws and regulations and the use of estimates and assumptions regarding significant future events. Changes in tax laws, regulations, agreements and treaties,

FRANK'S INTERNATIONAL N.V.
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foreign currency exchange restrictions, or our level of operations or profitability in each taxing jurisdiction could have an impact upon the amount of income taxes that we provide during any given year.

FICV is treated as a partnership for U.S. federal income tax purposes and its domestic subsidiaries are classified as limited liability companies not subject to federal or state income taxation. As a partner in FICV, we are subject to U.S. taxation on our allocable share of U.S. taxable income and the noncontrolling member will pay taxes with respect to its allocable share of U.S. taxable income.

We provide for income tax expense based on the liability method of accounting for income taxes based on the authoritative accounting guidance. Deferred tax assets and liabilities are recorded based upon temporary differences between the tax basis of assets and liabilities and their carrying values for financial reporting purposes, and are measured using the enacted marginal rates and laws that will be in effect when the differences are expected to reverse. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities during the period. The impact of an uncertain tax position taken or expected to be taken on an income tax return is recognized in the financial statements at the largest amount that is more likely than not to be sustained upon examination by the relevant taxing authority.

Intangible Assets

Intangible assets are comprised of licenses, customer relationships, trade names, intellectual property and non-compete agreements. Identifiable intangible assets are amortized using the straight-line method over the estimated useful lives of the assets. We evaluate impairment of our intangible assets on an individual basis whenever circumstances indicate that the carrying value may not be recoverable. Intangible assets deemed to be impaired are written down to their fair value discounted cash flows and, if available, comparable market values.

The following table provides information related to our intangible assets as of December 31, 2016 and 2015 (in thousands):

	December 31, 2016		
	Gross Carrying Amount	Accumulated Amortization	Total
Customer relationships	\$ 38,681	\$ (11,452)	\$ 27,229
Trade name	11,733	(3,648)	8,085
Intellectual property	9,748	(379)	9,369
License agreement	4,957	(4,957)	—
Non-compete agreement	1,160	(760)	400
Total intangible assets	\$ 66,279	\$ (21,196)	\$ 45,083
	December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Total
Customer relationships	\$ 14,658	\$ (9,422)	\$ 5,236
Trade name	3,525	(2,925)	600
License agreement	4,957	(4,957)	—
Non-compete agreement	1,160	(440)	720
Total intangible assets	\$ 24,300	\$ (17,744)	\$ 6,556

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Amortization expense for intangibles assets was \$3.5 million, \$1.8 million and \$0.7 million for the years ended December 31, 2016, 2015 and 2014, respectively.

As of December 31, 2016, estimated amortization expense for the intangible assets for each of the next five years was as follows (in thousands):

2017	\$	11,440
2018		10,705
2019		10,102
2020		6,836
2021		5,433
Thereafter		567
Total	\$	45,083

Inventories

Inventories are stated at the lower of cost (primarily average cost) or market value. Work in progress and finished goods include the cost of materials, labor, and manufacturing overhead. Inventory placed in service is either capitalized and included in equipment or expensed based upon our capitalization policies.

Marketable Securities and Cash Surrender Value of Life Insurance Policies

Our marketable securities in publicly traded equity securities as an indirect result of strategic investments are classified as available-for-sale and are reported at fair value. See Note 7 – Other Assets. Unrealized gains and losses are reported as a component of stockholders' equity.

We also have cash surrender value of life insurance policies that are held within a Rabbi Trust for the purpose of paying future executive deferred compensation benefit obligations. Unrealized and realized gains and losses on marketable securities are included in other income on our consolidated statements of operations, net when realized. Any impairment loss to reduce an investment's carrying amount to its fair market value is recognized in income when a decline in the fair market value of an individual security below its cost or carrying value is determined to be other than temporary. Realized gains (losses) on investments were \$1.1 million, \$(0.7) million and \$1.4 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Expenditures for significant improvements and betterments are capitalized when they enhance or extend the useful life of the asset. Expenditures for routine repairs and maintenance, which do not improve or extend the life of the related assets, are expensed when incurred. When properties or equipment are sold, retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the books and the resulting gain or loss is recognized on the consolidated statements of operations.

Depreciation on fixed assets is computed using the straight-line method over the estimated useful lives of the individual assets. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The depreciation of fixed assets recorded under capital lease agreements is included in depreciation expense.

FRANK'S INTERNATIONAL N.V.
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Revenue Recognition

All revenue is recognized when all of the following criteria have been met: (1) evidence of an arrangement exists; (2) delivery to and acceptance by the customer has occurred; (3) the price to the customer is fixed or determinable; and (4) collectability is reasonably assured, as follows:

Services Revenue. We provide tubular and other well construction services to clients in the oil and gas industry. We perform services either under direct service purchase orders or master service agreements. Service revenue is recognized when services have been performed or rendered.

- International service hours are billed per man hour or similar basis.
- U.S. services are billed on,
 - i) Offshore - per day or similar basis.
 - ii) Land - per man hour or on a project basis.
- Blackhawk services are billed primarily on a per day basis for both domestic and international.

Rental Revenue. We design and manufacture a suite of highly technical equipment and products that we rent to our customers in connection with providing our services, including high-end, proprietary tubular handling or well construction equipment. We rent our products either under direct rental agreements or with customers with rental agreements in place. Revenue from rental agreements is recognized as earned over the rental period.

- International equipment rentals are billed on a per month or similar basis.
- U.S. equipment rentals are billed on,
 - i) Offshore - per day or similar basis.
 - ii) Land - on completion of a job or project basis
- Blackhawk services are billed on,
 - i) Offshore and Land - per day basis with some minimum days requirements
 - ii) International - negotiated contracts but are primarily based on monthly rentals.

For customers contracted under direct service purchase orders and direct rental agreements, an accrual is recorded in unbilled accounts receivable for revenue earned but not yet invoiced.

Tubular Sales and Blackhawk Revenue. Revenue on tubular and Blackhawk sales is recognized when the product has shipped and significant risks of ownership have passed to the customer. The sales arrangements typically do not include right of return or other similar provisions or other post-delivery obligations.

Some of our tubular sales and well construction customers have requested that we store pipe, connectors and other products purchased from us in our facilities. We considered whether revenue should be recognized on these sales under the "bill and hold" guidance provided by the SEC Staff; however, based upon the assessment performed, revenue recognition on these transactions totaling \$18.1 million and \$57.6 million was deferred at December 31, 2016 and 2015, respectively.

Stock-Based Compensation

Our 2013 Long-Term Incentive Plan provides for the granting of stock options, stock appreciation rights ("SARs"), restricted stock, restricted stock units ("RSUs"), dividend equivalent rights and other types of equity and cash incentive awards to employees, non-employee directors and service providers. Stock-based compensation expense is measured at the grant date of the share-based awards based on their value and is recognized on a straight-line basis over the vesting period, net of an estimated forfeiture rate and is included in general and administrative expense in the consolidated statements of operations.

FRANK'S INTERNATIONAL N.V.
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Our stock-based compensation currently consists of RSUs. The grant date fair value of the RSUs, which are not entitled to receive dividends until vested, is measured by reducing the share price at that date by the present value of the dividends expected to be paid during the requisite vesting period, discounted at the appropriate risk-free interest rate.

Recent Accounting Pronouncements

Changes to GAAP are established by the Financial Accounting Standards Board ("FASB") in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification.

We consider the applicability and impact of all ASUs. ASUs not listed below were assessed and determined to be either not applicable or are expected to have minimal impact on our consolidated financial position or results of operations.

In January 2017, the FASB issued new accounting guidance for simplifying the test for goodwill impairment. In the original guidance, an entity is required to perform additional analysis in Step 2, which measures a goodwill impairment loss by comparing the implied fair value of a report unit's goodwill with the carrying amount of that goodwill. The FASB simplifies the subsequent measurement of goodwill by eliminating Step 2. Instead, under the amendments in this update, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount with excess carrying value over the fair value recognized as a loss on impairment. In addition, income tax effects from any tax deductible goodwill should be considered in measuring the goodwill impairment loss, if applicable. The amendments in this update are effective for public companies for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2020, with early adoption permitted. Management will early adopt the provisions of this new accounting guidance with the Company's annual goodwill impairment analysis for the year ended December 31, 2017.

In January 2017, the FASB issued new accounting guidance for business combinations clarifying the definition of a business. The objective of the guidance is to help companies and other organizations which have acquired or sold a business to evaluate whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. For public entities, the guidance is effective for annual periods beginning after December 15, 2017, including interim periods within those periods. Early adoption is permitted under certain circumstances. Management is evaluating the provisions of this new accounting guidance, including which period to adopt, and has not determined what impact the adoption will have on our consolidated financial statements.

In October 2016, the FASB issued new accounting guidance for recognition of income tax consequences of an intra-entity transfer of an asset other than inventory. The objective of the guidance is to eliminate the exception for an intra-entity transfer of an asset other than inventory and requires an entity to recognize the income tax consequences at the time of transfer rather than when the asset is sold to a third party. For public entities, the guidance is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. Early adoption is permitted as of the beginning of an annual reporting period for which financial statements have not yet been issued. Management is evaluating the provisions of this new accounting guidance, including which period to adopt, and has not determined what impact the adoption will have on our consolidated financial statements.

In August 2016, the FASB issued new accounting guidance for classification of certain cash receipts and cash payments in the statement of cash flows. The objective of the guidance is to reduce the existing diversity in practice related to the presentation and classification of certain cash receipts and cash payments. The guidance addresses eight specific cash flow issues including but not limited to, debt prepayment or extinguishment costs, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims and proceeds from the settlement of corporate-owned life insurance policies. For public entities, the guidance is effective for financial statements issued for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years and is retrospective for all periods presented. Early adoption is permitted including for interim periods.

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Management is evaluating the provisions of this new accounting guidance, including which period to adopt, and has not determined what impact the adoption will have on our consolidated financial statements.

In June 2016, the FASB issued new accounting guidance for credit losses on financial instruments. The guidance includes the replacement of the “incurred loss” approach for recognizing credit losses on financial assets, including trade receivables, with a methodology that reflects expected credit losses, which considers historical and current information as well as reasonable and supportable forecasts. For public entities, the guidance is effective for financial statements issued for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early application is permitted for all entities for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Management is evaluating the provisions of this new accounting guidance, including which period to adopt, and has not determined what impact the adoption will have on our consolidated financial statements.

In March 2016, the FASB issued accounting guidance on equity compensation, which simplifies the accounting for the taxes related to equity-based compensation, including adjustments to how excess tax benefits and a company's payments for tax withholdings should be classified. The ASU also gives an option to recognize actual forfeitures when they occur and clarifies the statement of cash flow presentation for certain components of share-based awards. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 31, 2016. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In February 2016, the FASB issued accounting guidance for leases. The main objective of the accounting guidance is to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The main difference between previous GAAP and the new guidance is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases. The new guidance requires lessees to recognize assets and liabilities arising from leases on the balance sheet and further defines a lease as a contract that conveys the right to control the use of identified property, plant, or equipment for a period of time in exchange for consideration. Control over the use of the identified asset means that the customer has both (1) the right to obtain substantially all of the economic benefit from the use of the asset and (2) the right to direct the use of the asset. The accounting guidance requires disclosures by lessees and lessors to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. For public entities, the guidance is effective for financial statements issued for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years; early application is permitted. We are currently evaluating the impact of this accounting standard update on our consolidated financial statements.

In January 2016, the FASB issued accounting guidance on the recognition and measurement of financial assets and financial liabilities. Under this guidance, equity investments will be measured at fair value with changes in fair value recognized in net income. The guidance requires public businesses to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes and requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset. The guidance also eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The guidance is not applicable to equity investments accounted for under the equity method of accounting. The guidance is effective for interim and annual periods beginning after December 15, 2017. Management does not believe the adoption will have a material impact on our consolidated financial statements.

In November 2015, the FASB issued accounting guidance on the classification and presentation of deferred taxes. The guidance eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. The guidance requires all deferred tax assets and liabilities be classified as noncurrent. The guidance is effective for interim and annual periods beginning after December 15, 2016 with early adoption permitted. The amendments in this guidance may be applied either prospectively to all deferred tax liabilities

FRANK'S INTERNATIONAL N.V.
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and assets or retrospectively to all periods presented. We adopted this guidance on December 31, 2015 and the adoption did not have a material impact on our consolidated financial statements.

In July 2015, the FASB issued accounting guidance on simplifying the measurement of inventory. Under this guidance, inventory will be measured at the lower of cost and net realizable value. Options that currently exist for market value will be eliminated. The guidance defines net realizable value as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. No other changes were made to the current guidance on inventory measurement. This guidance will be effective for interim and annual periods beginning after December 15, 2016. Early application is permitted and should be applied prospectively. The adoption of this guidance does not have a material impact on our consolidated financial statements.

In February 2015, the FASB issued guidance on the amendments to the consolidation analysis, which affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. Specifically, the amendments: (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities ("VIEs") or voting interest entities; (2) eliminate the presumption that a general partner should consolidate a limited partnership; (3) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (4) provide a scope exception from consolidation guidance for reporting entities with interest in legal entities that are required to comply with or operate in accordance with requirements that are similar to those for registered money market funds. We adopted this guidance on January 1, 2016 and the adoption did not have a material impact on our consolidated financial statements.

In January 2015, the FASB issued guidance on the income statement presentation, which eliminates the concept of extraordinary items while retaining certain presentation and disclosure guidance for items that are unusual in nature or occur infrequently. We adopted this guidance on January 1, 2016 and the adoption did not have a material impact on our consolidated financial statements.

In August 2014, the FASB issued accounting guidance on the disclosure of uncertainties about an entity's ability to continue as a going concern. This update required management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The guidance was effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The adoption of this guidance does not have a material impact on our consolidated financial statements.

In May 2014, the FASB issued amendments to guidance on the recognition of revenue based upon the entity's contracts with customers to transfer goods or services. Under the new standard update, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. On July 9, 2015, the FASB deferred the effective date by one year to December 15, 2017 for annual reporting periods beginning after that date. The FASB will also permit early adoption of the standard, but not before the original effective date of December 15, 2016. Our implementation efforts include the identification of revenue within the scope of the guidance and the evaluation of certain revenue contracts. Our evaluation of the impact of the new guidance on our consolidated financial statements is ongoing and we continue to evaluate the timing of recognition for various revenues, which may be accelerated or deferred depending on the features of the customer arrangements and the presentation of certain contract costs (whether presented gross or offset against revenues).

Note 2—Noncontrolling Interest

We hold an economic interest in FICV and are responsible for all operational, management and administrative decisions relating to FICV's business. As a result, the financial results of FICV are consolidated with ours.

We recorded a noncontrolling interest on our consolidated balance sheet with respect to the remaining economic interest in FICV held by Mosing Holdings, LLC ("Mosing Holdings"). Net income (loss) attributable to noncontrolling interest on the statements of operations represented the portion of earnings or losses attributable to the economic interest

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in FICV held by Mosing Holdings. The allocable domestic income (loss) from FICV to FINV is subject to U.S. taxation. Effective with the August 2016 conversion of all of Mosing Holdings' Series A preferred stock (see Note 12 – Preferred Stock), Mosing Holdings transferred all its interest in FICV to us and the noncontrolling interest was eliminated. As a result, the amount included in net income (loss) attributable to noncontrolling interest for the year ended December 31, 2016 is through August 26, 2016.

A reconciliation of net income (loss) attributable to noncontrolling interest is detailed as follows (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Net income (loss)	\$ (156,079)	\$ 106,110	\$ 229,312
Add: Net loss after Mosing Holdings contributed interest to FINV (1)	84,541	—	—
Add: Provision (benefit) for U.S. income taxes of FINV (2)	(10,414)	6,585	45,433
Less: (Income) loss in FINV (3)	23	(6,824)	(392)
Net income (loss) subject to noncontrolling interest	(81,929)	105,871	274,353
Noncontrolling interest percentage (4)	25.2%	25.4%	25.6%
Net income (loss) attributable to noncontrolling interest	<u>\$ (20,741)</u>	<u>\$ 27,000</u>	<u>\$ 70,275</u>

- (1) Represents net loss after August 26, 2016 when Mosing Holdings transferred its interest to FINV.
- (2) Represents income tax expense (benefit) of entities outside of FICV as well as income tax attributable to our proportionate share of the U.S. operations of our partnership interests in FICV as of August 26, 2016.
- (3) Represents results of operations for entities outside of FICV as of August 26, 2016.
- (4) Represents the economic interest in FICV held by Mosing Holdings before the preferred stock conversion on August 26, 2016. This percentage changed as additional shares of FINV common stock were issued. Effective August 26, 2016, Mosing Holdings delivered its economic interest in FICV to us.

Note 3—Acquisitions

Blackhawk

On November 1, 2016, we completed a transaction to acquire all outstanding shares in Blackhawk Group Holdings, Inc., the ultimate parent company of Blackhawk Specialty Tools LLC, ("Blackhawk") pursuant to the terms of a definitive merger agreement ("Merger Agreement") dated October 6, 2016. Blackhawk is a leading provider of well construction and well intervention services and products. In conjunction with the acquisition, FI Tools Holdings, LLC, our newly formed subsidiary, merged with and into Blackhawk with Blackhawk, surviving the Merger as our wholly-owned subsidiary. The merger consideration was comprised of a combination of \$150.4 million of cash on hand and 12.8 million shares of our common stock ("Common Stock"), on a cash-free, debt-free basis, for total consideration of \$294.6 million (based on our closing share price on October 31, 2016 of \$11.25 and including working capital adjustments).

Accordingly, the results of Blackhawk's operations from November 1, 2016 are included in our consolidated financial statements. For the year ended December 31, 2016, Blackhawk contributed revenue of \$10.0 million and operating losses of \$7.4 million.

In accordance with accounting guidance for business combinations, the unaudited pro forma financial information presented below assumes the acquisition was completed January 1, 2015, the first day of the fiscal year 2015. This unaudited pro forma financial information does not necessarily represent what would have occurred if the transaction had taken place on the date presented and should not be taken as representative of our future consolidated results of operations. The unaudited pro forma financial information includes adjustments for amortization expense for identified intangible assets and depreciation expense based on the fair value and estimated lives of acquired property, plant and equipment. In addition, acquisition related costs are excluded from the unaudited pro forma financial information.

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The following table shows our unaudited financial information for the years ended December 31, 2016 and 2015, respectively (in thousands, except per share amounts):

	Pro Forma (Unaudited)			
	Year Ended December 31,			
	2016		2015	
Revenue	\$	544,798	\$	1,109,559
Net income (loss) applicable to common shares	\$	(161,527)	\$	68,215
Income (loss) per common share:				
Basic	\$	(0.86)	\$	0.41
Diluted	\$	(0.86)	\$	0.42

The Blackhawk acquisition was accounted for as a business combination. As described in Note 10 - Fair Value Measurements, the purchase price is allocated to the fair value of assets acquired and liabilities assumed based on a discounted cash flow model and goodwill is recognized for the excess consideration transferred over the fair value of the net assets. While we use our best estimates and assumptions as a part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the business combination date, our estimates and assumptions are inherently uncertain and subject to refinement. As a result, during the purchase price allocation period, which is generally 1 year from the business combination date, we record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. These adjustments will not result in an impact to our consolidated statements of operations.

The following table summarizes the fair values of the assets acquired and liabilities assumed as part of the Blackhawk acquisition as determined in accordance with business combination accounting guidance (in thousands):

	November 1, 2016
Current assets, excluding cash	\$ 23,626
Property, plant and equipment	45,091
Other long-term assets	3,139
Intangible assets	41,972
Assets acquired	\$ 113,828
Current liabilities assumed	11,132
Other long-term liabilities	542
Liabilities assumed	\$ 11,674
Fair value of net assets acquired	102,154
Total consideration transferred	294,563
Goodwill	\$ 192,409

The amount allocated to intangible assets was attributed to the following categories (in thousands):

	December 31, 2016	Estimated Useful Lives in Years
Intellectual property	\$ 9,741	1-10
Customer relationships	24,024	5
Trade Name/Trademark	8,207	3
	\$ 41,972	

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These intangible assets are amortized on a straight-line basis, which is presented in depreciation and amortization in our consolidated statements of operations.

The intention of this transaction was to augment our tubular services business by providing us the opportunity to diversify our offerings and emerge as a leader in a new business line and a significantly larger addressable market. In addition to what we believe is a line of well-regarded, market leading, technically differentiated specialty cementation tools, Blackhawk also provides well intervention products through its line of brute packers and related products, and is continuing its development of products for onshore and offshore applications. In conjunction with the merger, we created a fourth segment, Blackhawk, and have recorded goodwill of \$192.4 million in that segment.

Timco

On April 1, 2015, Frank's International, LLC, a Texas limited liability company ("Frank's LLC") and an indirect wholly-owned subsidiary of FICV completed a transaction, which was not a significant acquisition, to purchase all of the outstanding equity interests of Timco Services, Inc. ("Timco"), a Louisiana corporation with a strong presence in the Permian Basin and Eagle Ford Shale regions, in exchange for consideration consisting of (i) approximately \$81.0 million inclusive of a tax reimbursement payment of \$8.0 million as well as closing adjustments for normal operating activity and customary purchase price adjustments and (ii) contingent consideration of up to \$20.0 million, payable in two separate payments of \$10.0 million based upon exceeding certain targets of the United States land rotary rig count, as reported by Baker Hughes, over prescribed time periods. As of December 31, 2016, the contingent consideration had a fair value of approximately \$7.0 thousand. Due to the low rig count, we were not obligated to make the first contingent consideration payment due on December 31, 2016. In addition, each party agreed to indemnify the other for breaches of representations and warranties, breaches of covenants and certain other matters, subject to certain exceptions.

The Timco acquisition was accounted for as a business combination in accordance with accounting guidance. The purchase price is allocated to the fair value of assets acquired and liabilities assumed based on a discounted cash flow model and goodwill is recognized for the excess consideration transferred over the fair value of the net assets. We recognized \$4.9 million of goodwill. The goodwill was assigned to the U.S. Services segment and is deductible for tax purposes. The purchase price allocation was finalized during the fourth quarter of 2015.

In connection with the Timco acquisition, we acquired intangible assets in the amount of \$7.9 million related to customer relationships, trade names and non-compete clauses. The intangible assets are amortized over their estimated useful lives. Amortization expense for the intangible assets for the Timco acquisition was \$1.8 million and \$1.4 million for the years ended December 31, 2016 and 2015, respectively.

Note 4—Accounts Receivable, net

Accounts receivable at December 31, 2016 and 2015 were as follows (in thousands):

	December 31,	
	2016	2015
Trade accounts receivable, net of allowance of \$14,337 and \$2,528, respectively	\$ 89,096	\$ 166,256
Unbilled receivables	30,882	40,033
Taxes receivable	42,870	34,163
Affiliated ⁽¹⁾	717	3,966
Other receivables	3,852	1,773
Total accounts receivable	<u>\$ 167,417</u>	<u>\$ 246,191</u>

(1) Amounts represent expenditures on behalf of non-consolidated affiliates and receivables for aircraft charter income.

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Note 5—Inventories

Inventories at December 31, 2016 and 2015 were as follows (in thousands):

	December 31,	
	2016	2015
Pipe and connectors	\$ 102,360	\$ 137,245
Finished goods	14,257	4,020
Work in progress	7,099	5,230
Raw materials, components and supplies	15,363	14,768
Total inventories	<u>\$ 139,079</u>	<u>\$ 161,263</u>

Note 6—Property, Plant and Equipment

The following is a summary of property, plant and equipment at December 31, 2016 and 2015 (in thousands):

	Estimated Useful Lives in Years	December 31,	
		2016	2015
Land	—	\$ 15,730	\$ 10,119
Land improvements	8-15	9,379	9,289
Buildings and improvements	39	73,211	74,152
Rental machinery and equipment	7	933,667	898,134
Machinery and equipment - other	7	60,182	60,250
Furniture, fixtures and computers	5	19,073	18,240
Automobiles and other vehicles	5	36,796	48,402
Aircraft	7	16,267	16,267
Leasehold improvements	7-15, or lease term if shorter	8,027	7,947
Construction in progress - machinery and equipment and buildings	—	120,937	102,432
		<u>1,293,269</u>	<u>1,245,232</u>
Less: Accumulated depreciation		(726,245)	(620,273)
Total property, plant and equipment, net		<u>\$ 567,024</u>	<u>\$ 624,959</u>

Depreciation expense was approximately \$110.7 million, \$107.2 million and \$89.4 million for the years ended December 31, 2016, 2015 and 2014, respectively.

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Note 7—Other Assets

Other assets at December 31, 2016 and 2015 consisted of the following (in thousands):

	December 31,	
	2016	2015
Cash surrender value of life insurance policies ⁽¹⁾	\$ 36,269	\$ 45,254
Deferred tax asset ⁽²⁾	79,309	536
Deposits	2,343	2,031
Other	6,921	5,112
Total other assets	\$ 124,842	\$ 52,933

(1) See Note 10 – Fair Value Measurements

(2) See Note 18 – Income Taxes

Note 8—Accrued and Other Current Liabilities

Accrued and other current liabilities at December 31, 2016 and 2015 consisted of the following (in thousands):

	December 31,	
	2016	2015
Accrued compensation	\$ 10,250	\$ 25,281
Accrued property and other taxes	19,740	23,790
Accrued severance and other charges	6,150	22,244
Income taxes	6,857	7,385
Accrued inventory	—	5,281
Accrued medical claims	604	4,141
Accrued purchase orders	2,083	5,562
Other	19,266	18,200
Total accrued and other current liabilities	\$ 64,950	\$ 111,884

Note 9—Debt

Credit Facility

We have a \$100.0 million revolving credit facility with certain financial institutions, including up to \$20.0 million in letters of credit and up to \$10.0 million in swingline loans, which matures in August 2018 (the “Credit Facility”). Subject to the terms of our Credit Facility, we have the ability to increase the commitments to \$150.0 million. At December 31, 2016 and 2015, we had no outstanding indebtedness under the Credit Facility. In addition, we had \$3.7 million and \$4.7 million in letters of credit outstanding as of December 31, 2016 and 2015, respectively. As of December 31, 2016, our ability to borrow under the Credit Facility has been reduced to approximately \$50 million from \$100 million as a result of our decreased Adjusted EBITDA. Our borrowing capacity under the Credit Facility could be further reduced or eliminated depending on our future Adjusted EBITDA. We will seek a multi-quarter covenant waiver sometime during the first quarter of 2017.

Borrowings under the Credit Facility bear interest, at our option, at either a base rate or an adjusted Eurodollar rate. Base rate loans under the Credit Facility bear interest at a rate equal to the higher of (i) the prime rate as published in the Wall Street Journal, (ii) the Federal Funds Effective Rate plus 0.50% or (iii) the adjusted Eurodollar rate plus 1.00%, plus an applicable margin ranging from 0.50% to 1.50%, subject to adjustment based on the leverage ratio. Interest is in each case payable quarterly for base-rate loans. Eurodollar loans under the Credit Facility bear interest at

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an adjusted Eurodollar rate equal to the Eurodollar rate for such interest period multiplied by the statutory reserves, plus an applicable margin ranging from 1.50% to 2.50%. Interest is payable at the end of applicable interest periods for Eurodollar loans, except that if the interest period for a Eurodollar loan is longer than three months, interest is paid at the end of each three-month period. The unused portion of the Credit Facility is subject to a commitment fee ranging from 0.250% to 0.375% based on certain leverage ratios.

The Credit Facility contains various covenants that, among other things, limit our ability to grant certain liens, make certain loans and investments, enter into mergers or acquisitions, enter into hedging transactions, change our lines of business, prepay certain indebtedness, enter into certain affiliate transactions, incur additional indebtedness or engage in certain asset dispositions.

The Credit Facility also contains financial covenants, which, among other things, require us, on a consolidated basis, to maintain: (i) a ratio of total consolidated funded debt to adjusted EBITDA (as defined in our credit agreement) of not more than 2.50 to 1.0; and (ii) a ratio of EBITDA to interest expense of not less than 3.0 to 1.0. As of December 31, 2016, we were in compliance with all financial covenants under the Credit Facility.

In addition, the Credit Facility contains customary events of default, including, among others, the failure to make required payments, the failure to comply with certain covenants or other agreements, breach of the representations and covenants contained in the agreements, default of certain other indebtedness, certain events of bankruptcy or insolvency and the occurrence of a change in control.

Citibank Credit Facility

In 2016, we entered into a three-year credit facility with Citibank N.A., UAE Branch in the amount of \$6.0 million for issuance of standby letters of credit and guarantees. The credit facility also allows for open ended guarantees. Outstanding amounts under the credit facility bear interest of 1.25% per annum for amounts outstanding up to one year. Amounts outstanding more than one year bear interest at 1.5% per annum. As of December 31, 2016, we had \$2.2 million in letters of credit outstanding.

AFCO Credit Corporation - Insurance Notes Payable

In 2015, we entered into a note to finance annual insurance premiums for \$7.6 million. The note bore interest at an annual rate of 1.9% and matured in October 2016. At December 31, 2016, we had no outstanding balance. At December 31, 2015, the total outstanding balance was \$6.9 million.

Note 10—Fair Value Measurements

We follow fair value measurement authoritative accounting guidance for measuring fair values of assets and liabilities in financial statements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We utilize market data or assumptions that market participants who are independent, knowledgeable, and willing and able to transact would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. We are able to classify fair value balances based on the observability of these inputs. The authoritative guidance for fair value measurements establishes three levels of the fair value hierarchy, defined as follows:

- Level 1: Unadjusted, quoted prices for identical assets or liabilities in active markets.
- Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly for substantially the full term of the asset or liability.
- Level 3: Significant, unobservable inputs for use when little or no market data exists, requiring a significant degree of judgment.

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The hierarchy gives the highest priority to Level 1 measurements and the lowest priority to Level 3 measurements. Depending on the particular asset or liability, input availability can vary depending on factors such as product type, longevity of a product in the market and other particular transaction conditions. In some cases, certain inputs used to measure fair value may be categorized into different levels of the fair value hierarchy. For disclosure purposes under the accounting guidance, the lowest level that contains significant inputs used in valuation should be chosen.

Financial Assets and Liabilities

A summary of financial assets and liabilities that are measured at fair value on a recurring basis, as of December 31, 2016 and 2015 were as follows (in thousands):

	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<u>December 31, 2016</u>				
Assets:				
Derivative financial instruments	\$ —	\$ 146	\$ —	\$ 146
Investments:				
Cash surrender value of life insurance policies - deferred compensation plan	—	36,269	—	36,269
Marketable securities - other	3,692	—	—	3,692
Liabilities:				
Deferred compensation plan	—	30,307	—	30,307
<u>December 31, 2015</u>				
Assets:				
Derivative financial instruments	\$ —	\$ 210	\$ —	\$ 210
Investments:				
Cash surrender value of life insurance policies - deferred compensation plan	—	45,254	—	45,254
Marketable securities - other	2,387	—	—	2,387
Liabilities:				
Deferred compensation plan	—	43,568	—	43,568

Our derivative financial instruments consist of short-duration foreign currency forward contracts. The fair value of derivative financial instruments is based on quoted market values including foreign exchange forward rates and interest rates. The fair value is computed by discounting the projected future cash flow amounts to present value. At December 31, 2016 and 2015, derivative financial instruments are included in accounts receivable, net in our consolidated balance sheets.

Our investment associated with our deferred compensation plan consists primarily of the cash surrender value of life insurance policies and is included in other assets on the consolidated balance sheets. Our investment changes as a result of contributions, payments, and fluctuations in the market. Assets and liabilities, measured using significant observable inputs, are reported at fair value based on third-party broker statements, which are derived from the fair value of the funds' underlying investments. We also have marketable securities in publicly traded equity securities as an indirect result of strategic investments. They are reported at fair value based on the price of the stock and are included in other assets on the consolidated balance sheets.

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Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

We apply the provisions of the fair value measurement standard to our non-recurring, non-financial measurements including business combinations as well as impairment related to goodwill and other long-lived assets. For business combinations (see Note 3 - Acquisitions), the purchase price is allocated to the assets acquired and liabilities assumed based on a discounted cash flow model for most intangibles as well as market assumptions for the valuation of equipment and other fixed assets. We utilize a discounted cash flow model in evaluating impairment considerations related to goodwill and long-lived assets. Given the unobservable nature of the inputs, the discounted cash flow models are deemed to use Level 3 inputs.

Other Fair Value Considerations

The carrying values on our consolidated balance sheet of our cash and cash equivalents, trade accounts receivable, other current assets, accounts payable, accrued and other current liabilities and lines of credit approximate fair values due to their short maturities.

Note 11— Derivatives

In December 2015, we began entering into short-duration foreign currency forward derivative contracts to reduce the risk of foreign currency fluctuations. We use these instruments to mitigate our exposure to non-local currency operating working capital. We record these contracts at fair value on our consolidated balance sheets. Although the derivative contracts will serve as an economic hedge of the cash flow of our currency exchange risk exposure, they are not formally designated as hedge contracts for hedge accounting treatment. Accordingly, any changes in the fair value of the derivative instruments during a period will be included in our consolidated statements of operations.

As of December 31, 2016 and 2015, we had the following foreign currency derivative contracts outstanding in U.S. dollars (in thousands):

Derivative Contracts	December 31, 2016		
	Notional Amount	Contractual Exchange Rate	Settlement Date
Canadian dollar	\$ 4,553	1.3179	3/14/17
Euro	4,753	1.0563	3/14/17
Euro	2,558	1.0659	1/13/17
Norwegian kroner	3,643	8.5101	3/14/17
Pound sterling	3,908	1.2607	3/14/17
Derivative Contracts	December 31, 2015		
	Notional Amount	Contractual Exchange Rate	Settlement Date
Canadian dollar	\$ 5,091	1.3751	1/13/16
Euro	19,706	1.0948	1/13/16
Norwegian kroner	11,498	8.6973	1/13/16
Pound sterling	7,516	1.5031	1/13/16

The following table summarizes the location and fair value amounts of all derivative contracts in the consolidated balance sheets as of December 31, 2016 and 2015 (in thousands):

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Derivatives not designated as Hedging Instruments	Consolidated Balance Sheet Location	December 31, 2016	December 31, 2015
Foreign currency contracts	Accounts receivable, net	\$ 146	\$ 210

The following table summarize the location and amounts of the unrealized gains on derivative contracts in the consolidated statements of operations as of December 31, 2016 and 2015 (in thousands):

Derivatives not designated as Hedging Instruments	Location of gain (loss) recognized in income on derivative contracts	December 31, 2016	December 31, 2015
Unrealized gain (loss) on foreign currency contracts	Other income	\$ (64)	\$ 210
Realized loss on foreign currency contracts	Other income	(296)	—
Total net income (loss) on foreign currency contracts		<u>\$ (360)</u>	<u>\$ 210</u>

Our derivative transactions are governed through International Swaps and Derivatives Association ("ISDA") master agreements. These agreements include stipulations regarding the right of offset in the event that we or our counterparty default on our performance obligations. If a default were to occur, both parties have the right to net amounts payable and receivable into a single net settlement between parties. Our accounting policy is to offset derivative assets and liabilities executed with the same counterparty when a master netting arrangement exists.

The following table presents the gross and net fair values of our derivatives as of December 31, 2016 and 2015 (in thousands):

	Derivative Asset Positions		Derivative Liability Positions	
	December 31,		December 31,	
	2016	2015	2016	2015
Gross position - asset / (liability)	\$ 181	\$ 316	\$ (35)	\$ (106)
Netting adjustment	(35)	(106)	35	106
Net position - asset / (liability)	<u>\$ 146</u>	<u>\$ 210</u>	<u>\$ —</u>	<u>\$ —</u>

Note 12—Preferred Stock

At December 31, 2015, we had 52,976,000 shares of Series A preferred stock, par value €0.01 per share (the "Preferred Stock") issued and outstanding, all of which were held by Mosing Holdings. Each share of Preferred Stock had a liquidation preference equal to its par value of €0.01 per share and was entitled to an annual dividend equal to 0.25% of its par value. We paid the annual dividend for the year ended December 31, 2015 of \$1,476 on June 3, 2016. Additionally, each share of Preferred Stock entitled its holder to one vote. Preferred stockholders voted with the common stockholders as a single class on all matters presented to FINV's shareholders for their vote.

Before the conversion, Mosing Holdings had the right to convert all or a portion of its Preferred Stock into shares of our common stock by delivery of an equivalent portion of its interest in FICV to us. Accordingly, the increase in our interest in FICV in connection with a conversion would decrease the noncontrolling interest in our financial statements that was attributable to Mosing Holdings' interest in FICV.

On August 19, 2016, we received notice from Mosing Holdings that it was exercising its right to exchange, for 52,976,000 common shares, each of the following securities: (i) 52,976,000 shares of Preferred Stock and (ii) 52,976,000

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units in FICV. On August 26, 2016, we issued 52,976,000 common shares to Mosing Holdings. Upon conversion of the Preferred Stock, we had no issued or outstanding convertible preferred shares and the number of common shares of authorized capital was increased by 52,976,000 shares, equal to the number of convertible preferred shares that were converted into common shares. Additionally, upon the exchange of the convertible preferred stock, Mosing Holdings was entitled to receive an amount in cash equal to the nominal value of each convertible preferred share plus any accrued but unpaid dividends with respect to such stock. The cash payment of \$0.6 million was paid on September 23, 2016. In conjunction with the conversion, Mosing Holdings delivered its interest in FICV to us and no longer owns any interest in FICV. As a result of the transaction, we have also reallocated the accumulated other comprehensive loss attributable to the noncontrolling interest.

The Preferred Stock was classified outside of permanent equity in our consolidated balance sheet at its redemption value of par plus accrued and unpaid dividends because the conversion provisions were not solely within our control.

Note 13—Treasury Stock

At December 31, 2016, common shares held in treasury totaled 759,929 with a cost of \$12.6 million. At December 31, 2015, common shares held in treasury totaled 514,812 with a cost of \$9.3 million. These shares were withheld from employees to settle personal tax withholding obligations that arose as a result of restricted stock units that vested.

Note 14—Related Party Transactions

We have engaged in certain transactions with other companies related to us by common ownership. We have entered into various operating leases to lease office space from an affiliated company. Rent expense related to these leases was \$8.0 million, \$7.6 million and \$7.4 million for the years ended December 31, 2016, 2015 and 2014, respectively.

We are a party to certain agreements relating to the rental of aircraft to Western Airways, Inc. ("WA"), an entity controlled by the Mosing family. The WA agreements reflect both dry lease and wet lease rental, whereby we are charged a flat monthly fee primarily for crew, hangar, maintenance and administration costs in addition to other variable costs for fuel and maintenance. We also earn charter income from third party usage through a revenue sharing agreement. We recorded net charter expense of \$1.3 million, \$2.0 million and \$1.5 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Tax Receivable Agreement

Mosing Holdings and its permitted transferees converted all of their Preferred Stock into shares of our common stock on a one-for-one basis on August 26, 2016, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications and other similar transactions, by delivery of an equivalent portion of their interests in FICV to us (the "Conversion"). FICV will make an election under Section 754 of the Code. Pursuant to the Section 754 election, the Conversion will result in an adjustment to the tax basis of the tangible and intangible assets of FICV with respect to the portion of FICV now held by FINV. These adjustments will be allocated to FINV. The adjustments to the tax basis of the tangible and intangible assets of FICV described above would not have been available absent the Conversion. The basis adjustments are expected to reduce the amount of tax that FINV would otherwise be required to pay in the future. These basis adjustments may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

The tax receivable agreement (the "TRA") that we entered into with FICV and Mosing Holdings in connection with our IPO generally provides for the payment by FINV of 85% of the amount of the actual reductions, if any, in payments of U.S. federal, state and local income tax or franchise tax (which reductions we refer to as "cash savings") in periods after our IPO as a result of (i) the tax basis increases resulting from the Conversion and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, payments under the TRA. In addition, the TRA provides for payment by us of interest earned from the due date (without extensions) of the corresponding tax return to the date of payment specified by the TRA. The payments under the TRA will not be conditioned upon a holder of rights under the TRA having a continued ownership interest in either FICV or FINV. We will retain the remaining 15% of cash savings, if any.

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As of December 31, 2016 our estimated TRA liability was \$124.6 million. This represents 85% of the future cash savings expected from the utilization of the original basis adjustments plus subsequent basis adjustments that will result from payments under the TRA agreement. The estimation of the TRA liability is by its nature imprecise and subject to significant assumptions regarding the amount and timing of taxable income in the future and the tax rates then applicable. The time period over which the cash savings is expected to be realized is estimated to be over 20 years. Based on FINV's estimated tax position, we expect to make a TRA payment of approximately \$0.8 million for the tax year ending December 31, 2016.

The payment obligations under the TRA are our obligations and are not obligations of FICV. The term of the TRA will continue until all such tax benefits have been utilized or expired, unless FINV elects to exercise its sole right to terminate the TRA early. If FINV elects to terminate the TRA early, it would be required to make an immediate payment equal to the present value of the anticipated future tax benefits subject to the TRA (based upon certain assumptions and deemed events set forth in the TRA, including the assumption that it has sufficient taxable income to fully utilize such benefits and that any FICV interests that Mosing Holdings or its transferees own on the termination date are deemed to be exchanged on the termination date). Any early termination payment may be made significantly in advance of the actual realization, if any, of such future benefits. In addition, payments due under the TRA will be similarly accelerated following certain mergers or other changes of control. In these situations, FINV's obligations under the TRA could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. For example, if the TRA were terminated on December 31, 2016, the estimated termination payment would be approximately \$105.3 million (calculated using a discount rate of 4.96%). The foregoing number is merely an estimate and the actual payment could differ materially.

Because FINV is a holding company with no operations of its own, its ability to make payments under the TRA is dependent on the ability of FICV to make distributions to it in an amount sufficient to cover FINV's obligations under such agreements; this ability, in turn, may depend on the ability of FICV's subsidiaries to provide payments to it. The ability of FICV and its subsidiaries to make such distributions will be subject to, among other things, the applicable provisions of Dutch law that may limit the amount of funds available for distribution and restrictions in our debt instruments. To the extent that FINV is unable to make payments under the TRA for any reason, except in the case of an acceleration of payments thereunder occurring in connection with an early termination of the TRA or certain mergers of change of control, such payments will be deferred and will accrue interest until paid, and FINV will be prohibited from paying dividends on its common stock.

Note 15—Earnings (Loss) Per Common Share

Basic earnings (loss) per common share is determined by dividing net income (loss), less preferred stock dividends, by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is determined by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding, assuming all potentially dilutive shares were issued.

We apply the treasury stock method to determine the dilutive weighted average common shares represented by the unvested restricted stock units and ESPP shares. Through August 26, 2016, the date of the conversion of all of Mosing Holdings' Preferred Stock and Mosing Holdings' transfer of interest in FICV to us (See Note 12 – Preferred Stock), the diluted earnings (loss) per share calculation assumed the conversion of 100% of our outstanding Preferred Stock on an as if converted basis. Accordingly, the numerator was also adjusted to include the earnings allocated to the noncontrolling interest after taking into account the tax effect of such exchange.

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The following table summarizes the basic and diluted earnings (loss) per share calculations (in thousands, except per share amounts):

	Year Ended December 31,		
	2016	2015	2014
Numerator - Basic			
Net income (loss)	\$ (156,079)	\$ 106,110	\$ 229,312
Less: Net (income) loss attributable to noncontrolling interest	20,741	(27,000)	(70,275)
Less: Preferred stock dividends	(1)	(2)	(1)
Net income (loss) available to common shareholders	<u>\$ (135,339)</u>	<u>\$ 79,108</u>	<u>\$ 159,036</u>
Numerator - Diluted			
Net (loss) attributable to common shareholders	\$ (135,339)	\$ 79,108	\$ 159,036
Add: Net income attributable to noncontrolling interest ^{(1), (2)}	—	24,784	54,866
Add: Preferred stock dividends ⁽²⁾	—	2	1
Dilutive net income (loss) available to common shareholders	<u>\$ (135,339)</u>	<u>\$ 103,894</u>	<u>\$ 213,903</u>
Denominator			
Basic weighted average common shares	176,584	154,662	153,814
Exchange of noncontrolling interest for common stock (Note 12) ⁽²⁾	—	52,976	52,976
Restricted stock units ⁽²⁾	—	1,512	1,038
Stock to be issued pursuant to ESPP ⁽²⁾	—	2	—
Diluted weighted average common shares	<u>176,584</u>	<u>209,152</u>	<u>207,828</u>
Earnings (loss) per common share:			
Basic	<u>\$ (0.77)</u>	<u>\$ 0.51</u>	<u>\$ 1.03</u>
Diluted	<u>\$ (0.77)</u>	<u>\$ 0.50</u>	<u>\$ 1.03</u>

(1) Adjusted for the additional tax expense upon the assumed conversion of the Preferred Stock	\$ —	\$ 2,216	\$ 15,409
(2) Approximate number of shares of potentially convertible preferred stock to common stock up until the time of conversion on August 26, 2016, unvested restricted stock units and stock to be issued pursuant to the ESPP have been excluded from the computation of diluted earnings (loss) per share as the effect would be anti-dilutive when the results from operations are at a net loss.	35,556	—	—

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Note 16—Stock-Based Compensation

2013 Long-Term Incentive Plan

Under our 2013 Long-Term Incentive Plan (the "LTIP"), stock options, SARs, restricted stock, restricted stock units, dividend equivalent rights and other types of equity and cash incentive awards may be granted to employees, non-employee directors and service providers. The LTIP expires after 10 years, unless prior to that date the maximum number of shares available for issuance under the plan has been issued or our board of directors terminates the plan. There are 20,000,000 shares of common stock reserved for issuance under the LTIP. As of December 31, 2016, 15,166,425 shares remained available for issuance.

Restricted Stock Units

Upon completion of the IPO and pursuant to the LTIP, we began granting restricted stock units. Substantially all RSUs granted under the LTIP vest ratably over a period of one to three years. Certain restricted stock unit awards provide for accelerated vesting for qualifying terminations of employment or service.

Employees granted RSUs are not entitled to dividends declared on the underlying shares while the restricted stock unit is unvested. As such, the grant date fair value of the award is measured by reducing the grant date price of our common stock by the present value of the dividends expected to be paid on the underlying shares during the requisite service period, discounted at the appropriate risk-free interest rate. The weighted average grant date fair value of RSUs granted during the years ended December 31, 2016, 2015 and 2014 was \$11.6 million, \$14.6 million and \$3.1 million, respectively. Compensation expense is recognized ratably over the vesting period. As of December 31, 2016, we assumed no annual forfeiture rate because of our lack of turnover and history for this type of award.

Stock-based compensation expense relating to RSUs included in general and administrative expenses on the consolidated statements of operations for the years ended December 31, 2016, 2015 and 2014 was \$15.6 million, \$26.1 million and \$38.4 million, respectively. For the year ended December 31, 2015, an additional \$2.3 million of stock-based compensation expense was recorded in severance and other charges as a result of our reduction efforts mentioned in Note 19 – Severance and Other Charges, bringing the total stock-based compensation expense recorded to \$28.4 million for the year ended December 31, 2015. Unamortized stock compensation expense as of December 31, 2016 relating to RSUs totaled approximately \$11.8 million, which will be expensed over a weighted average period of 1.46 years.

Non-vested RSUs outstanding as of December 31, 2016 and the changes during the year were as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2015	2,359,373	\$ 18.95
Granted	929,160	12.53
Vested	(1,643,999)	19.86
Forfeited	(11,056)	16.09
Non-vested at December 31, 2016	<u>1,633,478</u>	<u>\$ 14.40</u>

Performance Restricted Stock Units

In February 2016, we granted performance restricted stock unit awards ("PRSUs") with a fair value of \$2.8 million or 199,168 units ("Target Level"). The performance period for this grant is a three-year period from January 1, 2016 to December 31, 2018 ("Performance Period").

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The purpose of the PRSU's is to closely align the incentive compensation of the executive leadership team for the duration of the three-year performance cycle with returns to FINV's shareholders and thereby further motivate the executive leadership team to create sustained value to FINV shareholders. The design of the PRSU grants effectuates this purpose by placing a material amount of incentive compensation for each executive at risk by offering an extraordinary reward for the attainment of extraordinary results. Design features of the PRSU grant that in furtherance of this purpose include the following: (1) The vesting of the PRSUs is based on total shareholder return ("TSR") based on a comparison to the returns of a peer group. (2) TSR is computed over the entire three-year Performance Period (using a 30-day averaging period for the first 30 calendar days and the last 30 calendar days of the Performance Period to mitigate the effect of stock price volatility). The TSR calculation will assume reinvestment of dividends. (3) The ultimate number of shares to be issued pursuant to the PRSU awards will vary in proportion to the actual TSR achieved as a percentile compared to the peer group during the Performance Period as follows: (i) no shares will be issued if the Company's performance falls below the 25th percentile; (ii) 50% of the Target Level if the Company achieves a rank in the 25th percentile (the threshold level); (iii) 100% of the Target Level if the Company achieves a rank in the 50th percentile (the target level); and (iv) 150% of the Target Level if the Company achieves a rank in the 75th percentile and above (the maximum level). (4) Unless there is a qualifying termination as defined in the PRSU award agreement, the PRSU's of an executive will be forfeited upon an executive's termination of employment during the Performance Period.

The fair value and compensation expense of the PRSU grant was estimated based on the Company's closing stock price as of the day before the grant date using a Monte Carlo simulation. Though the value of the RPSU grant may change for each participant, the compensation expense recorded by the Company is determined on the date of grant. Expected volatility is based on historical equity volatility of our stock based on 50% of historical and 50% of implied volatility weighting commensurate with the expected term of the PRSU. The expected volatility considers factors such as the historical volatility of our share price and our peer group companies, implied volatility of our share price, length of time our shares have been publicly traded, and split- and dividend-adjusted closing stock prices. We assumed no forfeiture rate for the RPSUs. The weighted average assumptions for the PRSUs granted February 23, 2016 are as follows:

	<u>February 23, 2016</u>
Expected term (in years)	2.86
Expected volatility	42.7%
Risk-free interest rate	0.88%
Correlation range	24.4% to 71.0%

In the event of death or disability, the restrictions related to forfeiture as defined in the performance awards agreement will lapse with respect to 100% of the PRSUs at the target level effective on the date of such death or disability and vesting of those PRSUs will continue as per the agreement. In the event of involuntary termination except for cause, the Company will enter into a special vesting agreement with the executive under which the restrictions for forfeiture will not lapse upon such termination. In the event of a termination for any other reason prior to the end of the Performance Period, all PRSU's will be forfeited.

Stock-based compensation expense related to PRSUs included in general and administrative expenses on the consolidated statements of operations for the year ended December 31, 2016 was \$0.8 million. We had no stock-based compensation expense related to PRSUs for the years ended December 31, 2015 or 2014. Unamortized stock compensation expense as of December 31, 2016 relating to PRSUs totaled approximately \$2.0 million, which will be expensed over a weighted average period of 2.15 years.

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Non-vested PRSUs outstanding as of December 31, 2016 and the changes during the year were as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2015	—	\$ —
Granted	199,168	14.21
Vested	—	—
Forfeited	—	—
Non-vested at December 31, 2016	<u>199,168</u>	<u>\$ 14.21</u>

Employee Stock Purchase Plan

The Frank's International N.V. ESPP (the "ESPP") was effective January 1, 2015. Under the ESPP, eligible employees have the right to purchase shares of common stock at the lesser of (i) 85% of the last reported sale price of our common stock on the last trading date immediately preceding the first day of the option period, or (ii) 85% of the last reported sale price of our common stock on the last trading date immediately preceding the last day of the option period. The ESPP is intended to qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code. We have reserved 3.0 million shares of our common stock for issuance under the ESPP, of which 2.9 million shares were available for issuance as of December 31, 2016. Shares of our common stock issued to our employees under the ESPP totaled 75,974 in 2016 and 20,291 shares in 2015. For the years ended December 31, 2016 and 2015, we recognized \$0.3 million and \$0.2 million of compensation expense related to stock purchased under the ESPP, respectively.

In January 2017, we issued 50,141 shares of our common stock to our employees under this plan to satisfy the employee purchase period from July 1, 2016 to December 31, 2016, which increased our common stock outstanding.

Note 17—Employee Benefit Plans

U.S. Benefit Plans

401(k) Savings and Investment Plan. Frank's International, LLC administers a 401(k) savings and investment plan (the "Plan") as part of the employee benefits package. Employees are required to complete one month of service before becoming eligible to participate in the Plan. Under the terms of the Plan, we match 100% of the first 3% of eligible compensation an employee contributes to the Plan up to the annual allowable IRS limit. Additionally, the Company provides a 50% match on any employee contributions between 4% to 6% of eligible compensation. Our matching contributions to the Plan totaled \$3.8 million, \$3.4 million and \$3.5 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Executive Deferred Compensation Plan. In December 2004, we and certain affiliates adopted the Frank's Executive Deferred Compensation Plan (the "EDC Plan"). The purpose of the EDC Plan is to provide participants with an opportunity to defer receipt of a portion of their salary, bonus, and other specified cash compensation. Participant contributions are immediately vested. Our contributions vest after five years of service. All participant benefits under this EDC Plan shall be paid directly from the general funds of the applicable participating subsidiary or a grantor trust, commonly referred to as a Rabbi Trust, created for the purpose of informally funding the EDC Plan, and other than such Rabbi Trust, no special or separate fund shall be established and no other segregation of assets shall be made to assure payment. The assets of our EDC Plan's trust are invested in a corporate owned split-dollar life insurance policy and an amalgamation of mutual funds (See Note 7).

We recorded compensation expense related to the vesting of the Company's contribution of \$1.7 million, \$1.9 million and \$2.3 million for the years ended December 31, 2016, 2015 and 2014, respectively. The total liability recorded

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at December 31, 2016 and 2015, related to the EDC Plan was \$31.1 million and \$43.6 million, respectively, and was included in other noncurrent liabilities on the consolidated balance sheets.

Foreign Benefit Plans

We sponsor certain benefit plans as dictated by host country law. We recorded expense related to foreign benefit plans of \$4.2 million, \$5.5 million and \$6.6 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Note 18—Income Taxes

Income (loss) before income tax expense (benefit) was comprised of the following for the periods indicated (in thousands):

	Year Ended December 31,		
	2016	2015	2014
United States	\$ (128,396)	\$ 30,795	\$ 144,756
Foreign	(53,326)	112,634	159,968
Income (loss) before income tax expense (benefit)	<u>\$ (181,722)</u>	<u>\$ 143,429</u>	<u>\$ 304,724</u>

Income taxes have been provided for based upon the tax laws and rates in the countries in which operations are conducted and income is earned. Components of income tax expense (benefit) consist of the following for the periods indicated (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Current			
U.S. federal	\$ (13,389)	\$ 3,141	\$ 19,152
U.S. state and local	379	(1,424)	2,663
Foreign	14,903	30,734	25,602
Total current	<u>1,893</u>	<u>32,451</u>	<u>47,417</u>
Deferred			
U.S. federal	(25,838)	8,138	20,521
U.S. state and local	(1,512)	(3,042)	3,357
Foreign	(186)	(228)	4,117
Total deferred	<u>(27,536)</u>	<u>4,868</u>	<u>27,995</u>
Total income tax expense (benefit)	<u>\$ (25,643)</u>	<u>\$ 37,319</u>	<u>\$ 75,412</u>

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Foreign taxes were incurred in the following regions for the periods indicated (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Latin America	\$ 1,159	\$ 6,077	\$ 2,301
West Africa	3,687	8,413	11,247
Middle East	1,880	5,474	8,630
Europe	5,132	3,317	1,690
Asia Pacific	1,364	1,454	2,032
Other	1,495	5,771	3,819
Total foreign income tax expense	<u>\$ 14,717</u>	<u>\$ 30,506</u>	<u>\$ 29,719</u>

A reconciliation of the differences between the income tax provision computed at the U.S. statutory rate and the reported provision for income taxes for the periods indicated is as follows (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Income tax expense (benefit) at statutory rate	\$ (63,603)	\$ 50,200	\$ 106,653
Branch profits tax	(3,805)	4,654	9,904
Taxes on foreign earnings at less than the U.S. statutory rate	33,381	(12,569)	(31,468)
Noncontrolling interest	7,367	(2,991)	(14,116)
Other	1,017	(1,975)	4,439
Total income tax expense (benefit)	<u>\$ (25,643)</u>	<u>\$ 37,319</u>	<u>\$ 75,412</u>

A reconciliation using the Netherlands statutory rate was not provided as there are no significant operations in the Netherlands.

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Deferred tax assets and liabilities are recorded for the anticipated future tax effects of temporary differences between the financial statement basis and tax basis of our assets and liabilities using the applicable tax rates in effect at year-end. A valuation allowance is recorded when it is not more likely than not that some or all of the benefit from the deferred tax asset will be realized. Significant components of deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2016	2015
Deferred tax assets		
Foreign net operating loss	\$ 5,442	\$ 2,798
U.S. net operating loss	42,578	—
Research and development credit	297	—
Tax receivable agreement	49,775	—
Intangibles	6,939	—
Inventory	1,161	—
Property and equipment	—	240
Other	1,240	296
Valuation allowance	(5,442)	(2,798)
Total deferred tax assets	101,990	536
Deferred tax liabilities		
Investment in partnership	(28,309)	(39,962)
Property and equipment	(7,898)	—
Goodwill	(7,147)	—
Other	(277)	(295)
Total deferred liabilities	(43,631)	(40,257)
Net deferred tax assets (liabilities)	\$ 58,359	\$ (39,721)

The valuation allowance increased from \$2.8 million to \$5.4 million during 2016 as a result of tax losses in various foreign jurisdictions. We determined that it is more likely than not that these 2016 losses will not be realized.

Undistributed earnings of certain of our foreign subsidiaries amounted to approximately \$256.0 million at December 31, 2016. It is our intention to permanently reinvest undistributed earnings and profits from the subsidiaries of the consolidated companies' operations that have been generated through December 31, 2016 and future plans do not demonstrate a need to repatriate the foreign amounts to fund parent company activity.

As of December 31, 2016 and 2015, we have total gross unrecognized tax benefits of \$0.2 million and \$0.1 million, respectively. Substantially all of the uncertain tax positions, if recognized in the future, would impact our effective tax rate. We have elected to classify interest and penalties incurred on income taxes as income tax expense.

We file income tax returns in various international tax jurisdictions. As of December 31, 2016, the tax years 2010 through 2015 remain open to examination in the major foreign taxing jurisdictions to which we are subject.

Note 19—Severance and Other Charges

During 2015, we executed a workforce reduction plan as part of our cost savings initiatives due to depressed oil and gas prices. The reduction was communicated to affected employees on various dates. Also, the then Chairman of the board of supervisory directors (who also held the role of Executive Chairman of our company) transitioned to a non-executive director of the supervisory board effective as of December 31, 2015. During 2016, we continued to take steps to adjust our workforce to meet the depressed demand in the industry and identified certain equipment that, based

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on its specifications and current market conditions, no longer has economic utility and therefore has reached the end of its useful life. Accordingly, management has decided to retire this equipment and has recorded a charge of \$29.9 million in Severance and Other Charges.

During the years ended December 31, 2016 and 2015, we incurred \$16.5 million and \$35.5 million, respectively, in severance expense. We had no severance expense for the year ended December 31, 2014. At December 31, 2016, our outstanding accrual was approximately \$6.2 million and included severance payments and other employee-related termination costs.

Below is a reconciliation of the beginning and ending liability balance (in thousands):

	<u>International Services</u>	<u>U.S. Services</u>	<u>Tubular Sales</u>	<u>Total</u>
Beginning balance, December 31, 2015	\$ 78	\$ 22,166	\$ —	\$ 22,244
Additions for costs expensed	12,187	33,661	558	46,406
Other adjustments	—	(687)	(32)	(719)
Severance and other payments	(7,519)	(23,855)	(526)	(31,900)
Asset retirement	(282)	(29,599)	—	(29,881)
Ending balance, December 31, 2016	<u>\$ 4,464</u>	<u>\$ 1,686</u>	<u>\$ —</u>	<u>\$ 6,150</u>

We expect to pay a significant portion of the remaining liability in the first quarter of 2017. We had no staff reductions in our Blackhawk segment.

Note 20—Commitments and Contingencies

Commitments

We are committed under various noncancelable operating lease agreements primarily related to facilities and equipment that expire at various dates throughout the next several years. Future minimum lease commitments under noncancelable operating leases with initial or remaining terms of one year or more at December 31, 2016, are as follows (in thousands):

<u>Year Ending December 31,</u>	
2017	\$ 12,768
2018	9,039
2019	4,984
2020	4,315
2021	3,676
Thereafter	13,094
Total future lease commitments	<u>\$ 47,876</u>

Total rent expense incurred under operating leases was \$19.1 million, \$19.6 million, and \$17.2 million for the years ended December 31, 2016, 2015 and 2014, respectively.

We also have purchase commitments for inventory in the amount of \$8.5 million. We enter into purchase commitments as needed.

Contingencies

We are the subject of lawsuits and claims arising in the ordinary course of business from time to time. A liability is accrued when a loss is both probable and can be reasonable estimated. As of December 31, 2016, we had no material

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accruals for loss contingencies, individually or in the aggregate. We believe the probability is remote that the ultimate outcome of these matters would have a material adverse effect on our financial position, results of operations or cash flows.

We are conducting an internal investigation of the operations of certain of our foreign subsidiaries in West Africa including possible violations of the U.S. Foreign Corrupt Practices Act ("FCPA"), our policies and other applicable laws. In June 2016, we voluntarily disclosed the existence of our internal review to the U.S. Securities and Exchange Commission, the United States Department of Justice and other governmental entities. While our review does not currently indicate that there has been any material impact on our previously filed financial statements, we continue to collect information and are unable to predict the ultimate resolution of these matters with these agencies.

Note 21—Supplemental Cash Flow Information

Supplemental cash flows and non-cash transactions were as follows for the periods indicated (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Cash paid for interest	\$ 447	\$ 180	\$ 559
Cash paid for income taxes, net of refunds	8,754	20,499	28,004
Non-cash transactions:			
Change in accounts payable related to capital expenditures	\$ 1,658	\$ (3,534)	\$ (3,479)
Insurance premium financed by note payable	—	7,630	—
Value of shares issued for Blackhawk Group acquisition	144,047	—	—

Note 22—Segment Information

Reporting Segments

Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly evaluated by the chief operating decision maker ("CODM") in deciding how to allocate resources and assess performance. We are comprised of four reportable segments: International Services, U.S. Services, Tubular Sales and Blackhawk.

The International Services segment provides tubular services in international offshore markets and in several onshore international regions. Our customers in these international markets are primarily large exploration and production companies, including integrated oil and gas companies and national oil and gas companies.

The U.S. Services segment provides tubular services in the active onshore oil and gas drilling regions in the U.S., including the Permian Basin, Eagle Ford Shale, Haynesville Shale, Marcellus Shale, DJ Basin and Utica Shale, as well as in the U.S. Gulf of Mexico.

The Tubular Sales segment designs, manufactures and distributes large outside diameter ("OD") pipe, connectors and casing attachments and sells large OD pipe originally manufactured by various pipe mills. We also provide specialized fabrication and welding services in support of offshore projects, including drilling and production risers, flowlines and pipeline end terminations, as well as long length tubulars (up to 300 feet in length) for use as caissons or pilings. This segment also designs and manufactures proprietary equipment for use in our International and U.S. Services segments.

The Blackhawk segment provides well construction and well intervention rental equipment, services and products, in addition to cementing tool expertise, in the U.S. and Mexican Gulf of Mexico, onshore U.S. and other select international locations.

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Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) before net interest income or expense, depreciation and amortization, income tax benefit or expense, asset impairments, gain or loss on sale of assets, foreign currency gain or loss, equity-based compensation, unrealized and realized gain or loss, other non-cash adjustments and other charges. We review Adjusted EBITDA on both a consolidated basis and on a segment basis. We use Adjusted EBITDA to assess our financial performance because it allows us to compare our operating performance on a consistent basis across periods by removing the effects of our capital structure (such as varying levels of interest expense), asset base (such as depreciation and amortization), income tax, foreign currency exchange rates and other charges and credits.

Our CODM uses Adjusted EBITDA as the primary measure of segment reporting performance.

The following table presents a reconciliation of Segment Adjusted EBITDA to income (loss) from continuing operations (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Segment Adjusted EBITDA:			
International Services	\$ 33,264	\$ 182,475	\$ 231,469
U.S. Services	(11,490)	95,516	181,712
Tubular Sales	1,741	40,999	38,366
Blackhawk	1,038	—	—
Total	<u>24,553</u>	<u>318,990</u>	<u>451,547</u>
Corporate and other	478	96	(34)
Interest income (expense), net	2,073	341	87
Income tax (expense) benefit	25,643	(37,319)	(75,412)
Depreciation and amortization	(114,215)	(108,962)	(90,041)
Gain (loss) on sale of assets	(1,117)	1,038	(289)
Foreign currency loss	(10,819)	(6,358)	(17,041)
Charges and credits ⁽¹⁾	(82,675)	(61,716)	(39,505)
Net income (loss)	<u><u>\$ (156,079)</u></u>	<u><u>\$ 106,110</u></u>	<u><u>\$ 229,312</u></u>

(1) Comprised of Equity-based compensation expense (2016: \$15,978; 2015: \$26,318; 2014: \$38,368), Merger and acquisition costs (2016: \$13,784; 2015: none; 2014: none), Severance and other charges (2016: \$46,406; 2015: \$35,484; 2014: none), Changes in value of contingent consideration (2016: none; 2015: \$(1,532); 2014: none), Unrealized and realized (gains) losses (2016: \$110; 2015: none; 2014: none) and FCPA matters (2016: \$6,397; 2015: \$1,446; 2014: \$1,137).

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The following table sets forth certain financial information with respect to our reportable segments. Included in "Corporate and Other" are intersegment eliminations and costs associated with activities of a general nature (in thousands):

	<u>International Services</u>	<u>U.S. Services</u>	<u>Tubular Sales</u>	<u>Blackhawk</u>	<u>Corporate and Other</u>	<u>Total</u>
Year Ended December 31, 2016						
Revenue from external customers	\$ 237,207	\$ 152,827	\$ 87,515	\$ 9,982	\$ —	\$ 487,531
Inter-segment revenues	68	19,590	19,456	—	(39,114)	—
Adjusted EBITDA	33,264	(11,490)	1,741	1,038	478	*
Depreciation and amortization	59,435	47,438	4,087	3,255	—	114,215
Property, plant and equipment	247,913	201,772	73,316	44,023	—	567,024
Capital expenditures	23,461	18,112	540	14	—	42,127
Year Ended December 31, 2015						
Revenue from external customers	\$ 442,107	\$ 326,437	\$ 206,056	\$ —	\$ —	\$ 974,600
Inter-segment revenues	754	25,844	35,927	—	(62,525)	—
Adjusted EBITDA	182,475	95,516	40,999	—	96	*
Depreciation and amortization	58,163	46,548	4,251	—	—	108,962
Property, plant and equipment	288,089	248,153	88,717	—	—	624,959
Capital expenditures	42,772	28,881	28,070	—	—	99,723
Year Ended December 31, 2014						
Revenue from external customers	\$ 537,259	\$ 439,638	\$ 175,735	\$ —	\$ —	\$ 1,152,632
Inter-segment revenues	1,471	23,734	64,542	—	(89,747)	—
Adjusted EBITDA	231,469	181,712	38,366	—	(34)	*
Depreciation and amortization	52,363	34,314	3,364	—	—	90,041
Property, plant and equipment	314,031	149,485	116,626	—	—	580,142
Capital expenditures	100,483	30,215	42,254	—	—	172,952

* Non-GAAP financial measure not disclosed.

The CODM does not review total assets by segment as part of the financial information provided; therefore, no asset information is provided in the above table.

FRANK'S INTERNATIONAL N.V.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

We are a Netherlands based company and we derive our revenue from services and product sales to clients primarily in the oil and gas industry. For the year ended December 31, 2016, one customer accounted for 13% of our revenue. No single customer accounted for more than 10% of our revenue for the years ended December 31, 2015 and 2014.

Geographic Areas

	Year Ended December 31,		
	2016	2015	2014
Revenue:			
United States	\$ 247,864	\$ 530,133	\$ 573,773
Europe/Middle East/Africa	160,651	314,173	385,064
Latin America	35,390	56,515	55,021
Asia Pacific	30,325	55,995	77,952
Other countries	13,301	17,784	60,822
	<u>\$ 487,531</u>	<u>\$ 974,600</u>	<u>\$ 1,152,632</u>

The revenue generated in the Netherlands was immaterial for the years ended December 31, 2016, 2015 and 2014. Other than the United States, no individual country represented more than 10% of our revenue for the years ended December 31, 2016 and December 31, 2014. For the year ended December 31, 2015, the United States as well as the United Arab Emirates, which had revenues of \$140.4 million, represented more than 10% of our revenue.

	December 31,	
	2016	2015
Long-Lived Assets (PP&E)		
United States	\$ 319,111	\$ 336,870
International	247,913	288,089
	<u>\$ 567,024</u>	<u>\$ 624,959</u>

Based on the unique nature of our operating structure, revenue generating assets are interchangeable between two categories: (i) offshore and (ii) onshore. In addition, some onshore assets can only be used in the U.S. based upon certification. Revenues from customers and long-lived assets in the Netherlands were insignificant in each of the years presented.

FRANK'S INTERNATIONAL N.V.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 23—Quarterly Financial Data (Unaudited)

Summarized quarterly financial data for the years ended December 31, 2016 and 2015 is set forth below (in thousands, except per share data).

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
<u>2016</u>					
Revenue	\$ 153,486	\$ 120,946	\$ 105,114	\$ 107,985	\$ 487,531
Operating loss	(2,882)	(50,678)	(48,932)	(60,870)	(163,362)
Net loss	(2,408)	(45,287)	(42,198)	(66,186)	(156,079)
Net loss attributable to Frank's International N.V.	(772)	(31,398)	(36,982)	(66,186)	(135,338)
Loss per common share: (1)					
Basic	\$ —	\$ (0.20)	\$ (0.21)	\$ (0.30)	\$ (0.77)
Diluted	\$ —	\$ (0.20)	\$ (0.21)	\$ (0.30)	\$ (0.77)
<u>2015</u>					
Revenue	\$ 277,437	\$ 254,304	\$ 239,883	\$ 202,976	\$ 974,600
Operating income	55,035	41,309	39,097	8,214	143,655
Net income	46,401	28,853	24,088	6,768	106,110
Net income attributable to Frank's International N.V.	34,279	20,830	16,565	7,436	79,110
Earnings per common share: (1)					
Basic	\$ 0.22	\$ 0.14	\$ 0.11	\$ 0.05	\$ 0.51
Diluted	\$ 0.21	\$ 0.14	\$ 0.11	\$ 0.04	\$ 0.50

(1) The sum of the individual quarterly earnings per share amounts may not agree with year-to-date net income (loss) per common share as each quarterly computation is based on the weighted average number of common shares outstanding during that period.

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

None.

Item 9A. *Controls and Procedures*

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Exchange Act, we have evaluated, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Form 10-K. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure, and such information is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based upon the evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective as of December 31, 2016 at the reasonable assurance level.

Management's Report Regarding Internal Control

See *Management's Report on Internal Control Over Financial Reporting* under Item 8 of this Form 10-K.

Attestation Report of the Registered Public Accounting Firm

See *Report of Independent Registered Public Accounting Firm* under Item 8 of this Form 10-K.

Changes in Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. *Other Information*

None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

Item 10 is incorporated by reference to our definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act. We expect to file the definitive proxy statement with the SEC within 120 days after December 31, 2016.

Item 11. Executive Compensation

Item 11 is incorporated by reference to our definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act. We expect to file the definitive proxy statement with the SEC within 120 days after December 31, 2016.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Item 12 is incorporated by reference to our definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act. We expect to file the definitive proxy statement with the SEC within 120 days after December 31, 2016.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Item 13 is incorporated by reference to our definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act. We expect to file the definitive proxy statement with the SEC within 120 days after December 31, 2016.

Item 14. Principal Accounting Fees and Services

Item 14 is incorporated by reference to our definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act. We expect to file the definitive proxy statement with the SEC within 120 days after December 31, 2016.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Financial Statements

Our Consolidated Financial Statements are included under Part II, Item 8 of this Form 10-K. For a listing of these statements and accompanying footnotes, see "Index to Consolidated Financial Statements" at page 51.

(a)(2) Financial Statement Schedules

Schedule II - Valuation and Qualifying Account

Schedules not listed above have been omitted because they are not applicable or not required or the information required to be set forth therein is included in the Financial Statements and Supplementary Data, Item 8, or notes thereto.

(a)(3) Exhibits

Exhibits are listed in the exhibit index beginning on page 96.

FRANK'S INTERNATIONAL N.V.
Schedule II - Valuation and Qualifying Account
(In thousands)

	Balance at Beginning of Period	Additions/ Charged to Expense	Deductions	Other	Balance at End of Period
Year Ended December 31, 2016					
Allowance for doubtful accounts	\$ 2,528	\$ 10,374	\$ (761)	\$ 2,196	\$ 14,337
Year Ended December 31, 2015					
Allowance for doubtful accounts	\$ 2,477	\$ 570	\$ (751)	\$ 232	\$ 2,528
Year Ended December 31, 2014					
Allowance for doubtful accounts	\$ 13,614	\$ 1,062	\$ (10,497)	\$ (1,702)	\$ 2,477

Exhibit Index

- #2.1 Membership Interest Purchase Agreement by and among Mark L. Guidry, Michael P. Maraist and Frank's International, LLC, dated March 11, 2015 (incorporated by reference to Exhibit 2.1 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on May 1, 2015).
- *#2.2 Agreement and Plan of Merger by and among Frank's International N.V., FI Tools Holdings, LLC, Blackhawk Group Holdings, Inc. and Bain Capital Private Equity, LP (solely in its capacity as Stakeholder Representative) dated as of October 6, 2016.
- 3.1 Deed of Amendment to Articles of Association of Frank's International N.V., dated May 14, 2014 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-36053), filed on May 16, 2014).
- 10.1 Revolving Credit Agreement, dated August 14, 2013, by and among Frank's International C.V. (as Borrower), Amegy Bank National Association (as Administrative Agent), Capital One, National Association (as Syndication Agent) and the other lenders party thereto (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- †10.2 Indemnification Agreement dated August 14, 2013, by and among Frank's International N.V. and Donald Keith Mosing (incorporated by reference to Exhibit 10.9 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- †10.3 Indemnification Agreement dated August 14, 2013, by and among Frank's International N.V. and Kirkland D. Mosing (incorporated by reference to Exhibit 10.12 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- †10.4 Indemnification Agreement dated August 14, 2013, by and among Frank's International N.V. and Sheldon Erikson (incorporated by reference to Exhibit 10.14 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- †10.5 Indemnification Agreement dated August 14, 2013, by and among Frank's International N.V. and Steven B. Mosing (incorporated by reference to Exhibit 10.15 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- †10.6 Indemnification Agreement dated August 14, 2013, by and among Frank's International N.V. and W. John Walker (incorporated by reference to Exhibit 10.16 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- †10.7 Indemnification Agreement dated November 6, 2013, by and between Frank's International N.V. and Michael C. Kearney (incorporated by reference to Exhibit 10.11 to the Annual Report on Form 10-K (File No. 001-36053), filed on March 6, 2015).
- †10.8 Indemnification Agreement dated November 6, 2013, by and between Frank's International N.V. and Gary P. Luquette (incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K (File No. 001-36053), filed on March 6, 2015).
- †10.9 Indemnification Agreement dated February 3, 2014, by and among Frank's International N.V. and Burney J. Latiolais, Jr. (incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K (File No. 001-36053), filed on March 4, 2014).
- †10.10 Indemnification Agreement dated December 1, 2014, by and between Frank's International N.V. and Jeffrey J. Bird (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 001-36053), filed on December 1, 2014).
- †10.11 Indemnification Agreement dated January 23, 2015, by and between Frank's International N.V. and William B. Berry (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 001-36053), filed on January 27, 2015).
- †10.12 Indemnification Agreement dated May 4, 2015, by and between Frank's International N.V. and Daniel A. Allinger (incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K (File No. 001-36053), filed on February 29, 2016).
- †10.13 Indemnification Agreement dated August 4, 2015, by and between Frank's International N.V. and Alejandro Cestero (incorporated by reference to Exhibit 10.13 to the Annual Report on Form 10-K (File No. 001-36053), filed on February 29, 2016).

- †10.14 Indemnification Agreement dated October 19, 2015, by and between Frank's International N.V. and Ozong E. Etta (incorporated by reference to Exhibit 10.14 to the Annual Report on Form 10-K (File No. 001-36053), filed on February 29, 2016).
- *†10.15 Indemnification Agreement dated November 15, 2016, by and between Frank's International N.V. and Douglas Stephens.
- †10.16 Separation Agreement and Release dated as of July 27, 2016 and effective as of August 15, 2016, by and between Frank's International, LLC and William John Walker (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on November 3, 2016).
- *†10.17 Employment Offer for Burney J. Latiolais, Jr. effective as of October 5, 2016.
- *†10.18 Separation, Consulting, and General Release Agreement by and between Gary P. Luquette, Frank's International, LLC and Frank's International N.V., effective as of November 11, 2016.
- *†10.19 Employment Offer Letter for Douglas Stephens effective as of November 15, 2016.
- †10.20 Separation Agreement dated December 31, 2015, by and among Frank's International, LLC, Frank's International N.V. and Donald Keith Mosing (incorporated by reference to Exhibit 10.22 to the Annual Report on Form 10-K (File No. 001-36053), filed on February 29, 2016).
- †10.21 Frank's International N.V. 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-8 (File No. 333-190607), filed on August 13, 2013).
- †10.22 Frank's International N.V. Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.6 to the Registration Statement on Form S-8 (File No. 333-190607), filed on August 13, 2013).
- †10.23 First Amendment to Frank's International N.V. Employee Stock Purchase Plan effective as of December 31, 2013 (incorporated by reference to Exhibit 10.16 to the Annual Report on Form 10-K (File No. 001-36053), filed on March 4, 2014).
- †10.24 Second Amendment to Frank's International N.V. Employee Stock Purchase Plan effective as of November 5, 2014 (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on November 7, 2014).
- †10.25 Third Amendment to Frank's International N.V. Employee Stock Purchase Plan effective as of January 1, 2016 (incorporated by reference to Exhibit 10.8 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on August 5, 2015).
- †10.26 Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Non-Employee Director Form) (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1/A (File No. 333-188536), filed on July 16, 2013).
- †10.27 Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Non-Employee Director Form) (incorporated by reference to Exhibit 10.18 to the Annual Report on Form 10-K (File No. 001-36053), filed on March 4, 2014).
- †10.28 Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Employee Form) (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1/A (File No. 333-188536), filed on July 16, 2013).
- †10.29 First Amendment to the Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Employee Form) (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on November 7, 2014).
- †10.30 Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Employee Form) (incorporated by reference to Exhibit 10.20 to the Annual Report on Form 10-K (File No. 001-36053), filed on March 4, 2014).
- †10.31 Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Employee Form) (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36053), filed on December 1, 2014).
- †10.32 Amendment to Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (IPO Grants Form) (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K (File No. 001-36053), filed on June 17, 2015).
- †10.33 Amendment to Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Bonus Grants Form) (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K (File No. 001-36053), filed on June 17, 2015).

- †10.34 Frank's International N.V. 2013 Long-Term Incentive Plan Employee Restricted Stock Unit Agreement (Time Vested Form) (incorporated by reference to Exhibit 10.36 to the Annual Report on Form 10-K (File No. 001-36053), filed on February 29, 2016).
- †10.35 Frank's International N.V. 2013 Long-Term Incentive Plan Employee Restricted Stock Unit Agreement (Performance Based Form) (incorporated by reference to Exhibit 10.37 to the Annual Report on Form 10-K (File No. 001-36053), filed on February 29, 2016).
- †10.36 Frank's International N.V. 2013 Long-Term Incentive Plan Restricted Stock Unit Agreement (Non-Employee Director Form) (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on July 28, 2016).
- *†10.37 Frank's International N.V. 2013 Long-Term Incentive Plan Employee Restricted Stock Unit Agreement (Special Incentives and Retention Form).
- 10.38 Frank's International N.V. Executive Change-in-Control Severance Plan, dated May 20, 2015 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36053), filed on May 27, 2015).
- 10.39 Form of Frank's International N.V. Executive Change-in-Control Severance Plan Participation Agreement (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on August 5, 2015).
- 10.40 Frank's Executive Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.18 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- 10.41 Tax Receivable Agreement, dated August 14, 2013, by and among Frank's International N.V., Frank's International C.V. and Mosing Holdings, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- 10.42 Registration Rights Agreement, dated August 14, 2013, by and among Frank's International N.V., Mosing Holdings, Inc. and FWW B.V. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- *10.43 Form of Limited Waiver of Registration Rights to that certain Registration Rights Agreement, dated as of August 14, 2013, with Mosing Holdings, LLC, FWW B.V., and the other parties thereto.
- 10.44 Registration Rights Agreement, dated as of November 1, 2016, among Frank's International N.V., the Bain Capital Investors and certain other investors named therein (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-3 (File No. 333-214509), filed on November 8, 2016).
- 10.45 Global Transaction Agreement, dated July 22, 2013, by and among Frank's International N.V. and Mosing Holdings, Inc. (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1/A (File No. 333-188536), filed on July 24, 2013).
- 10.46 Voting Agreement, dated July 22, 2013, by and among Ginsoma Family C.V., FWW B.V., Mosing Holdings, Inc., and certain other parties thereto (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1/A (File No. 333-188536), filed on July 24, 2013).
- 10.47 Frank's International C.V. Management Agreement, dated August 14, 2013, by and among Frank's International N.V., Frank's International LP B.V., Frank's International Management B.V. and Mosing Holdings, Inc. (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K (File No. 001-36053), filed on August 19, 2013).
- 10.48 Amendment No. 9 to the Limited Partnership Agreement of Frank's International C.V., dated as of August 26, 2016 (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q (File No. 001-36053), filed on November 3, 2016).
- *21.1 List of Subsidiaries of Frank's International N.V.
- *23.1 Consent of PricewaterhouseCoopers LLP.
- *31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- *31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.

- **32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
- **32.2 Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
- *101.INS XBRL Instance Document.
- *101.SCH XBRL Taxonomy Extension Schema Document.
- *101.CAL XBRL Taxonomy Calculation Linkbase Document.
- *101.DEF XBRL Taxonomy Definition Linkbase Document.
- *101.LAB XBRL Taxonomy Extension Label Linkbase Document.
- *101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

† Represents management contract or compensatory plan or arrangement.

Pursuant to Item 601(b)(2) of Regulation S-K, the registrant agrees to furnish supplementally a copy of any omitted schedule to the SEC upon request.

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: Frank's International N.V.
(Registrant)

Date: February 24, 2017

By: /s/ Jeffrey J. Bird _____
Jeffrey J. Bird
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 24, 2017.

<u>Signature</u>	<u>Title</u>
_____ /s/ Douglas Stephens Douglas Stephens	President and Chief Executive Officer (Principal Executive Officer)
_____ /s/ Jeffrey J. Bird Jeffrey J. Bird	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
_____ /s/ Ozong Etta Ozong E. Etta	Vice President, Chief Accounting Officer (Principal Accounting Officer)
_____ /s/ Michael C. Kearney Michael C. Kearney	Chairman of the Board of Supervisory Directors
_____ /s/ William B. Berry William B. Berry	Supervisory Director
_____ /s/ Sheldon Erikson Sheldon R. Erikson	Supervisory Director
_____ /s/ Gary P. Luquette Gary P. Luquette	Supervisory Director
_____ /s/ Michael E. McMahon Michael E. McMahon	Supervisory Director
_____ /s/ Donald Keith Mosing Donald Keith Mosing	Supervisory Director
_____ /s/ Kirkland D. Mosing Kirkland D. Mosing	Supervisory Director
_____ /s/ Steven B. Mosing Steven B. Mosing	Supervisory Director
_____ /s/ Alexander Vriesendorp Alexander Vriesendorp	Supervisory Director

Directors and Officers

SUPERVISORY BOARD

Michael C. Kearney

Chairman of the Supervisory Board
Former President and Chief Executive Officer
DeepFlex, Inc.

William B. Berry

Former Executive Vice President,
Exploration and Production
ConocoPhillips Company

Sheldon R. Erikson

Former Chairman, President and
Chief Executive Officer
Cameron International Corporation

Gary P. Luquette

Former President and Chief Executive Officer
Frank's International

Michael E. McMahan

Founder and Former Partner
Pine Brook Partners LLC

Keith Mosing

Former Executive Chairman,
President and Chief Executive Officer
Frank's International

Kirkland D. Mosing

Supervisory Director

S. Brent Mosing

Supervisory Director

Alexander Vriesendorp

Partner
Shamrock Partners B.V.

MANAGEMENT

Douglas Stephens

President and Chief Executive Officer

Kyle McClure

Senior Vice President of Finance, Treasurer
and Interim Chief Financial Officer

Burney J. Latiolais, Jr.

Executive Vice President, Global Operations

Alejandro (Alex) Cestero

Senior Vice President, General Counsel,
Secretary and Chief Compliance Officer

Stock Information

FINANCIAL INFORMATION AND NEWS RELEASES

Information updates about us, including
quarterly financial results and current
news releases, are available to the public
on our website at franksinternational.com
or upon request from our Investor
Relations Department.

STOCK TRANSFER AGENT AND REGISTRAR

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, NY 11219
(800) 937-5449
amstock.com

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP

STOCK LISTING

New York Stock Exchange
Symbol: FI

FORM 10-K

A copy of the Company's Annual Report
on Form 10-K is available by writing to:

Investor Relations
Frank's International N.V.
10260 Westheimer, Suite 700
Houston, TX 77042

GENERAL MEETING OF SHAREHOLDERS

The Company's annual general meeting
of shareholders will be held at
2:00 p.m. Central European Time on
May 19, 2017 at:

Hotel Sofitel Legend
The Grand Amsterdam
Oudezijds Voorburgwal 197
1012 EX Amsterdam,
The Netherlands

Information above as of March 20, 2017

Forward-Looking Statements

In addition to statements of historical fact, this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature or that relate to future events and conditions are, or may be deemed to be, forward-looking statements. These "forward-looking statements" are based on our current projections about us and our industry, and our management's beliefs and assumptions concerning future events and financial trends affecting our financial condition and results of operations. Our forward-looking statements are generally accompanied by words such as "estimate," "project," "predict," "believe," "expect," "anticipate," "potential," "plan," "goal" or other terms that convey the uncertainty of future events or outcomes, although not all forward-looking statements contain such identifying words. These statements are only predictions and are subject to substantial risks and uncertainties and are not guarantees of performance. Future actions, events and conditions and future results of operations may differ materially from those expressed in these statements. In evaluating those statements, you should keep in mind the risk factors and other cautionary statements included in our 2016 Annual Report on Form 10-K included in this report. We caution you not to place undue reliance on forward-looking statements, and we undertake no obligation to update this information. We urge you to carefully review and consider the disclosures made in this report and other filings with the Securities and Exchange Commission regarding the risks and factors that may affect our business.



Frank's International

Principal Executive Offices

Frank's International N.V.
Mastenmakersweg 1
1786 PB Den Helder,
The Netherlands

U.S. Headquarters

Frank's International
10260 Westheimer Road
Suite 700
Houston, Texas 77042
USA

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