

SCF VI LP
Form 4
January 02, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMMONS L E

2. Issuer Name and Ticker or Trading Symbol
FORUM ENERGY TECHNOLOGIES, INC. [FET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 TRAVIS STREET, SUITE 6600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Member of Group

HOUSTON, TX 77002

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/28/2012		J ⁽²⁾		4,284,147	D	\$ 24.75	15,267,456 I	By SCF-V, L.P. ⁽¹⁾
Common Stock	12/28/2012		J ⁽²⁾		4,284,147	A	\$ 24.75	4,284,147 I	By SCF 2012A, L.P. ⁽¹⁾
Common Stock	12/28/2012		J ⁽³⁾		2,457,286	D	\$ 24.75	8,929,530 I	By SCF-VI, L.P. ⁽¹⁾
Common Stock	12/28/2012		J ⁽³⁾		2,457,286	A	\$ 24.75	2,457,286 I	By SCF 2012B,

Common Stock	10,183,670	I	L.P. ⁽¹⁾ By SCF-VII, L.P. ⁽¹⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS L E 600 TRAVIS STREET SUITE 6600 HOUSTON, TX 77002		X		Member of Group
SIMMONS L E & ASSOCIATES INC 600 TRAVIS STREET SUITE 6600 HOUSTON, TX 77002		X		Member of Group
SCF V LP 600 TRAVIS STREET SUITE 6600 HOUSTON, TX 77002		X		Member of Group
SCF-V, G.P., Limited Partnership 600 TRAVIS STREET		X		Member of Group

SUITE 6600
HOUSTON, TX 77002

SCF VI LP 600 TRAVIS STREET SUITE 6600 HOUSTON, TX 77002	X	Member of Group
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SCF-VI, G.P., Limited Partnership 600 TRAVIS STREET SUITE 6600 HOUSTON, TX 77002	X	Member of Group
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SCF-VII, L.P. 600 TRAVIS STREET SUITE 6600 HOUSTON, TX 77002	X	Member of Group
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SCF-VII, G.P., Limited Partnership 600 TRAVIS STREET SUITE 6600 HOUSTON, TX 77002	X	Member of Group
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Signatures

L.E. Simmons 01/02/2013

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- LE Simmons is President and sole member of the board of directors of LE Simmons & Associates Inc, a Delaware corporation (LESA), which is the sole general partner of each of SCFV, GP, Limited Partnership (SCFVGP), SCFVI, GP, Limited Partnership (SCFVIGP) and SCFVII, GP Limited Partnership (SCFVIIIGP), SCF 2012A, LP and SCF 2012B, LP, each of which are Delaware limited partnerships.
- (1) Additionally, SCFVGP was, until the reported distribution, the sole general partner of SCFV, LP (SCFV), SCFVIGP is the sole general partner of SCFVI, LP (SCFVI) and SCFVIIIGP is the sole general partner of SCFVII, LP (SCFVII), Collectively, LESA, SCF 2012A, LP, SCF 2012B, LP, SCFVGP LLC, SCFVGP, SCFVIGP, SCFVIIIGP, SCFV, SCFVI and SCFVII are the Reporting Entities. Based on the reporting person's affiliation with the Reporting Entities, LE Simmons may be deemed to beneficially own all of the shares of common stock of the Issuer beneficially owned or deemed to be beneficially owned by the Reporting Entities.
- (2) Represents (1) the distribution of shares from SCFV to SCFVGP, to redeem SCFVGPs entire interest in SCFV and (2) the subsequent contribution of shares by SCFVGP to SCF 2012A, LP which is owned by the partners in SCFVGP. Concurrent with the redemption of SCFVGPs interest in SCFV, a new general partner, SCFVGP LLC (SCFVGP LLC), a Delaware limited liability company, was admitted as sole general partner of SCFV.
- (3) Represents (1) the distribution of shares from SCFVI to SCFVIGP and (2) the subsequent contribution of shares by SCFVIGP to SCF 2012B LP which is owned by the partners in SCFVIGP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.