

Frank's International N.V.
Form DEFA14A
April 04, 2016

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FRANK S INTERNATIONAL N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount previously paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing party:

(4) Date Filed:

ANNUAL MEETING OF SHAREHOLDERS

FRANK'S INTERNATIONAL N.V.

Mastemakersweg 1, 1786 PB Den Helder, The Netherlands

to be held on May 20, 2016 at 2:00 p.m. Central European Time

at the Hotel Sofitel Legend the Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX,

Amsterdam, The Netherlands

To the shareholders of Frank's International N.V.:

You are cordially invited to attend the annual meeting of the shareholders of Frank's International N.V. (the Company). This annual meeting has been called by the Company's board of managing directors (the Management Board) and the Company's board of supervisory directors (the Supervisory Board). At this meeting, you will be asked to consider and vote upon the following proposals:

1. To approve the increase of the number of supervisory directors from 7 to 9 members, and to elect Mr. Michael E. McMahon, Mr. Alexander Vriesendorp, and re-elect the current seven directors to the Supervisory Board to serve until the Company's annual meeting of shareholders in 2017;
2. To approve on an advisory basis the compensation of the Company's named executive officers as disclosed pursuant to the Securities and Exchange Commission's compensation disclosure rules, including the Compensation Discussion and Analysis section of the proxy statement, compensation tables and accompanying narrative disclosure;
3. To conduct an advisory vote on the frequency of the advisory vote on the compensation of the Company's named executive officers;
4. To discuss the annual report for the fiscal year ended December 31, 2015, including the paragraph relating to corporate governance, to confirm and ratify the preparation of the Company's statutory annual accounts and annual report in the English language and to confirm and adopt the annual accounts for the fiscal year ended December 31, 2015;
5. To discharge the sole member of the Company's Management Board from liability in respect of the exercise of its duties during the fiscal year ended December 31, 2015;
6. To discharge the members of the Company's Supervisory Board from liability in respect of the exercise of their duties during the fiscal year ended December 31, 2015;

7. To appoint PricewaterhouseCoopers Accountants N.V. as our auditor who will audit the statutory annual accounts of the Company for the fiscal year ending December 31, 2016 as required by Dutch law;
8. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016;
9. To ratify and approve the remuneration of the members of the Supervisory Board granted for the period during 2016 until the date of the 2016 annual meeting, and to approve the remuneration of the members of the Supervisory Board for the period from the 2016 annual meeting up to and including the annual meeting in 2017;
10. To authorize the Company's Management Board to repurchase shares up to the maximum number allowed by law, for any legal purpose, at the stock exchange or in a private purchase transaction, at a price between \$0.01 and 120% of the market price on the New York Stock Exchange, and during a period of 18 months starting from the date of the 2016 annual meeting;
11. To appoint the Company's Management Board for an indefinite period of time as the corporate body to resolve to dispose any shares held by the Company in its own capital; and
12. To transact such other business as may properly come before the annual meeting or any adjournment thereof.

All shareholders of the Company are entitled to attend the annual meeting and to vote the shares of common stock (the Common Stock) and Series A preferred stock (the Preferred Stock) that they hold as of the day of registration (*dag van registratie*) as referred to in the Dutch Civil Code (which is April 22, 2016, as described further in the proxy statement). Each person who attends the annual meeting may be asked to present valid picture identification, such as a driver's license or passport and proof of share ownership as of April 22, 2016. Examples of proof of share ownership include voting instruction statements from a broker or bank or share certificates. Even if you plan to attend the annual meeting, the Company urges you to promptly vote your shares of Common Stock or Preferred Stock by submitting your marked, signed and dated proxy card. You will retain the right to revoke your proxy at any time before the vote, or to vote your shares of Common Stock or Preferred Stock personally if you attend the annual meeting. Please note, however, that if you hold your shares of Common Stock or Preferred Stock through a broker or other nominee, and you wish to vote in person at the annual meeting, you must obtain from your broker or other nominee a proxy issued in your name.

For further information, please review the proxy statement at www.proxydocs.com/fi, which contains detailed descriptions of the proposals to be voted upon at the annual meeting.