

MCDERMOTT INTERNATIONAL INC  
Form DEFA14A  
March 24, 2017

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 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

|                          |   |
|--------------------------|---|
| <input type="checkbox"/> | Preliminary Proxy Statement   |
| <input type="checkbox"/> | Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement  |
| <input type="checkbox"/> | Definitive Additional Materials   |
| <input type="checkbox"/> | Soliciting Material Under Rule 14a-12   |

**McDermott International, Inc.**

(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):

|                          |  |
|--------------------------|--|
| <input type="checkbox"/> | No fee required.   |
| <input type="checkbox"/> | Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.<br>1) Title of each class of securities to which transaction applies:<br>2) Aggregate number of securities to which transaction applies:<br>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):<br>4) Proposed maximum aggregate value of transaction:<br>5) Total fee paid: |
| <input type="checkbox"/> | Fee paid previously with preliminary materials:<br>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.<br>1) Amount previously paid:<br>2) Form, Schedule or Registration Statement No.:<br>3) Filing Party:<br>4) Date Filed:   |

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 5, 2017.**

**MCDERMOTT INTERNATIONAL, INC.**

*MCDERMOTT INTERNATIONAL, INC.  
757 N. ELDRIDGE PKWY  
HOUSTON, TX 77079*

**Meeting Information**

**Meeting Type:** Annual Meeting  
**Date:** May 5, 2017 **Time:** 10:00 a.m., local time  
**For holders as of:** March 13, 2017  
The Westin Houston Hotel  
**Location:** 945 Gessner Road  
Houston, Texas 77024

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request an email or paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.



## Before You Vote

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT          ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow    XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- |                         |  |
|-------------------------|--|
| 1) <i>BY INTERNET:</i>  | <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639   |
| 3) <i>BY E-MAIL*:</i>   | <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 21, 2017 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** Please review the proxy materials for the requirements for admission to the meeting. Please note that you may be asked to present valid photo identification and proof of share ownership when you check in for registration prior to the meeting. At the meeting, you will need to request a ballot to vote these shares.

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**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com) to transmit your voting instructions and to request electronic delivery of information up until 11:59 P.M., Eastern Time, on May 4, 2017 (May 2, 2017 for participants in McDermott's Thrift Plan). Have the information that is printed in the box marked by the arrow

XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail or Telephone:** You can vote by mail or telephone by requesting paper copies of the materials, which will include a proxy card with further instructions.

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**Voting Items**

**The Board of Directors recommends you vote FOR the following:**

1. To elect eight members to our Board of Directors, each for a term of one year.

**Nominees:**

|     |                      |     |                          |
|-----|----------------------|-----|--------------------------|
| 01) | John F. Bookout, III | 05) | Gary P. Luquette         |
| 02) | David Dickson        | 06) | William H. Schumann, III |
| 03) | Stephen G. Hanks     | 07) | Mary L. Shafer-Malicki   |
| 04) | Erich Kaeser         | 08) | David A. Trice           |

**The Board of Directors recommends you vote FOR the following proposal:**

2. To conduct an advisory vote to approve named executive officer compensation.

**The Board of Directors recommends you vote 1 year on the following proposal:**

3. To conduct an advisory vote on the frequency with which to hold advisory votes on named executive officer compensation.

**The Board of Directors recommends you vote FOR the following proposal:**

4. To ratify our Audit Committee's appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2017.
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