

Schmitz John
Form 4
November 02, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schmitz John

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)
920 MEMORIAL CITY
WAY, SUITE 1000

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

HOUSTON, TX 77024

(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	10/31/2012		X		325,378	A	\$ 8.79	2,919,300	I	See footnote <u>(1)</u>
Common Stock								5,897	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 8.79 ⁽²⁾	10/31/2012		X		325,378 ⁽³⁾		08/02/2010	⁽⁴⁾	Common Stock	325,378

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schmitz John 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024	X

Signatures

/s/ John Schmitz by John C. Ivascu as Attorney-in- Fact 11/02/2012

__Signature of Reporting Person Date

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).

(1) The 2,919,300 shares and 325,378 warrants are held by Sunray Capital, LP, a Delaware limited partnership ("Sunray LP"). Mr. Schmitz is the President of Sunray Capital GP, LLC, a Delaware limited liability company ("Sunray GP"), which is the general partner of Sunray LP. As such, Mr. Schmitz may be deemed to have dispositive power over the shares of common stock and warrants owned by Sunray LP. Mr. Schmitz disclaims beneficial ownership of such shares and warrants, except to the extent of his pecuniary interest therein.

(2) These warrants have an initial exercise price of \$7.68 per share. The exercise price increases 0.5% at the end of each month which equates to a compound annual increase of 6%.

(3) The number of warrants reported on the Reporting Person's Form 3, dated April 11, 2012, was underreported by 37 shares (after giving effect to the Company's 37 for 1 stock split in March 2012) due to a clerical error.

(4) These warrants expire upon the earlier of five years from the initial issuance, 2.5 years after the consummation of an initial public offering of the Company's common stock or upon the occurrence of certain other events described in the Warrant Agreement pursuant to which the warrants were issued.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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