

WAITE ANDREW L

Form 4

January 02, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAITE ANDREW L

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)
12/28/2012

☒ 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	12/28/2012		J		6,741,433	D \$ 24.75	41,122,089	I	See footnote (1) (2)
Common Stock	12/28/2012		J		6,741,433	A \$ 24.75	41,122,089	I	See footnote (1) (2)
Common Stock							7,379	D	

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

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Andrew L. Waite by John C. Ivascu as Attorney-in-Fact

01/02/2013

__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) On December 28, 2012, (i) SCF-V, L.P., a Delaware limited partnership ("SCF-V") and SCF-VI, L.P., a Delaware limited partnership ("SCF-VI") caused the distribution of the Issuer's shares of common stock to SCF-V, G.P., Limited Partnership, a Delaware limited partnership and the general partner of SCF-V ("SCF-V GP") and SCF-VI, G.P., Limited Partnership, a Delaware limited partnership and the general partner of SCF-VI ("SCF-VI GP"), respectively, and (2) each of SCF-V GP and SCF-VI GP subsequently contributed such shares to SCF 2012A, LP, a Delaware limited partnership ("SCF 2012A") and SCF 2012B, LP, a Delaware limited partnership ("SCF 2012B"). (continued in footnote 2 below)
- (2) Each of SCF 2012A and SCF 2012B is the wholly owned subsidiary of the limited partners of SCF-V GP and SCF-VI GP, respectively. Concurrent with the redemption of SCF-V GP's interest in SCF-V, a new general partner, SCF-V GP LLC ("SCF-V GP LLC"), a Delaware limited liability company, was admitted as sole general partner of SCF-V. L.E. Simmons & Associates, Inc., a Delaware corporation ("LESA") is the sole general partner of each of SCF-V GP, SCF-V GP LLC, SCF-VI GP, SCF VII, GP Limited Partnership,

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SCF 2012A and SCF 2012B. Mr. Waite serves as a managing director of LESA. As such, Mr. Waite may be deemed to have dispositive power over the shares of common stock owned by SCF-V, SCF-VI, SCF-VII, L.P., SCF 2012A and SCF 2012B. Mr. Waite disclaims beneficial ownership of such shares.

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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