

OIL STATES INTERNATIONAL, INC  
Form SC TO-I/A  
July 02, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

## OIL STATES INTERNATIONAL, INC.

(Name of Subject Company and Filing Persons (Issuer))

**2 3/8% Contingent Convertible Senior Notes due 2025**

(Title of Class of Securities)

**678026AB1 and 678026AA3**

(CUSIP Numbers of Class of Securities)

**Bradley J. Dodson**

**Senior Vice President, Chief Financial Officer and Treasurer**

**Three Allen Center**

**333 Clay Street, Suite 4620**

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Houston, Texas 77002

(713) 652-0582

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)

**COPIES TO:**

**Matthew R. Pacey**

**Vinson & Elkins L.L.P.**

**1001 Fannin Street, Suite 2500**

**Houston, Texas 77002-6760**

**(713) 758-2222**

**CALCULATION OF FILING FEE**

**Transaction Valuation(\*)**  
\$174,990,000

**Amount of Filing Fee\*\***  
\$34,998

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 2 3/8% Contingent Convertible Senior Notes due 2025 (the **Notes**), as described herein, is \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest to, but excluding, the Repurchase Date. As of May 16, 2012, there was \$174,990,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$174,990,000.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended. The filing fee was paid on May 17, 2012 in connection with the filing by Oil States International, Inc. of the original Schedule TO.

Ⓟ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$34,998  
Form or Registration No.: Schedule TO

Filing Party: Oil States International, Inc.  
Date Filed: May 17, 2012

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third-party tender offer subject to Rule 14d-1.

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- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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**INTRODUCTORY STATEMENT**

This Amendment No. 1 ( **Amendment No. 1** ) is an amendment to the Tender Offer Statement on Schedule TO ( **Schedule TO** ) initially filed with the Securities and Exchange Commission on May 17, 2012 by Oil States International, Inc. (the **Company** ) with respect to the right of each holder (each, a **Holder** ) of the Notes to sell and the obligation of the Company to repurchase the Notes, as set forth in the Company Notice to Holders of the 2 3/8% Contingent Convertible Senior Notes due 2025, dated May 17, 2012 (the **Company Notice** ), and the related notice materials filed as exhibits to the Schedule TO (which Company Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the **Option Documents** ).

This Amendment No. 1 is being filed by the Company to amend and supplement certain provisions of the Schedule TO to the extent set forth herein.

This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

**Item 4. Terms of the Transaction**

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following language:

The Holders' right to surrender their Notes for purchase (the **Put Option** ) by the Company pursuant to the Option Documents expired at 5:00 p.m., New York City time, on July 1, 2012 (the **Expiration Date** ). The Company has been advised by Wells Fargo Bank, National Association, as paying agent (the **Paying Agent** ), that no Notes were validly surrendered prior to the Expiration Date. Following the Expiration Date, \$174,990,000 in aggregate principal amount of the Notes remains outstanding.

**Item 12. Exhibits.**

Item 12 of Schedule TO is hereby amended and supplemented by adding the following language:

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| (a)(1)                | Company Notice to Holders of 2 3/8% Contingent Convertible Senior Notes due 2025, dated May 17, 2012.*  |
| (a)(5)                | Press release issued on May 17, 2012.*  |
| (b)                   | Not applicable.   |
| (d)                   | Indenture dated as of June 21, 2005 by and between Oil States International, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.5 to Oil States' Current Report on Form 8-K as filed with the Commission on June 23, 2005 (File No. 001-16337)). |
| (g)                   | Not applicable.   |
| (h)                   | Not applicable.   |

\* Previously filed.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 2, 2012

**Oil States International, Inc.**

By: /s/ Bradley J. Dodson  
Name: Bradley J. Dodson  
Title: Senior Vice President, Chief Financial Officer  
and Treasurer

**EXHIBIT INDEX**

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| (g)                   | Not applicable.  |
| (h)                   | Not applicable.  |

\* Previously filed.