

WAITE ANDREW L
Form 4
January 02, 2013

FORM 4

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

OMB APPROVAL

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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

(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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

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

HOUSTON, TX 77024

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.