

Frank's International N.V.
Form DEFA14A
December 23, 2014

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

FRANK S INTERNATIONAL N.V.

(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):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SPECIAL MEETING OF SHAREHOLDERS

FRANK'S INTERNATIONAL N.V.

Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands

to be held on January 23, 2015 at 2:00 p.m. Central European Time

at J.J. Viottastraat 52, 1071 JT, Amsterdam, The Netherlands

To the shareholders of Frank's International N.V.:

You are cordially invited to attend the special meeting in lieu of an annual meeting of the shareholders of Frank's International N.V. (the Company). This special meeting has been called by the Company's board of managing directors (the Management Board) and the Company's board of supervisory directors (the Supervisory Board). At this meeting, you will be asked to consider and vote upon the following proposals:

1. To elect William B. Berry to the Supervisory Board to serve until the Company's annual meeting of shareholders in 2015; and
2. To transact such other business as may properly come before the special meeting or any adjournment thereof.

Following Mr. Berry's election to the Supervisory Board, Donald Keith Mosing, the Company's Chairman of the Supervisory Board, Director, Chief Executive officer and President, intends to resign as the Company's Chief Executive Officer and President, and the Management Board and the Supervisory Board will appoint Gary P. Luquette, a current member of the Supervisory Board and Audit Committee, as Chief Executive Officer and President. The Supervisory Board will also appoint Mr. Berry as a member of the Audit Committee. Following the resignation as the Company's Chief Executive Officer and President, Mr. Mosing will serve in an officer capacity as Executive Chairman of the Supervisory Board.

All shareholders of the Company are entitled to attend the special meeting and to vote the shares of common stock (the Common Stock) and shares of series A convertible preferred stock (the Preferred Stock) that they hold as of the day of registration (*dag van registratie*) as referred to in the Company's articles of association (which is December 26, 2014, as described further in the proxy statement). Each person who attends the special meeting may be asked to present valid picture identification, such as a driver's license or passport and proof of share ownership as of December 26, 2014. Examples of proof of share ownership include voting instruction statements from a broker or bank or share certificates. Even if you plan to attend the special meeting, the Company urges you to promptly vote your shares of Common Stock or Preferred Stock by submitting your marked, signed and dated proxy card. You will retain the right to revoke your proxy at any time before the vote, or to vote your shares of Common Stock or Preferred Stock personally if you attend the special meeting. Please note, however, that if you hold your shares of Common Stock or Preferred Stock through a broker or other nominee, and you wish to vote in person at the special meeting, you must obtain from your broker or other nominee a proxy issued in your name.

For further information, please review the proxy statement at www.proxydocs.com/fi, which contains detailed descriptions of the election of Mr. Berry to the Supervisory Board, the proposal to be voted upon at the special meeting.