



**Center**

**333 Clay  
Street,  
Suite  
4620,  
Houston,  
Texas  
77002**

(Address  
Principal  
Executive  
Offices)  
(Zip Code)

**(713)  
652-0582**

(Registrant's  
telephone  
number,  
including  
area code)

**Not  
Applicable**  
(Former  
name or  
former  
address, if  
changed  
since last  
report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

---

---

---

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Directors.**

On February 6, 2018, Gary L. Rosenthal notified Oil States International, Inc. (the “Company”) of his resignation from the Company’s board of directors (the “Board”) and the Board’s compensation committee, effective immediately. Mr. Rosenthal’s resignation was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. In connection with Mr. Rosenthal’s resignation, the Board approved the acceleration of Mr. Rosenthal’s previously reported award of 4,318 shares of Company common stock which were previously scheduled to vest on the day preceding the Company’s 2018 annual meeting of stockholders.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Oil States International, Inc.**

Date: February 7, 2018

By: /s/ Lloyd A. Hajdik  
Lloyd A. Hajdik  
Executive Vice President, Chief  
Financial Officer and Treasurer