

SCF VI LP
Form 4
April 18, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMMONS L E

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 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Member of Group

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/17/2012		S		3,458,485 (1)	D	\$ 18.75	19,717,094	I	By SCF-V, L.P. See Footnote (2)
Common Stock	04/17/2012		S		2,014,215 (1)	D	\$ 18.75	11,483,200	I	By SCF-VI, L.P. See Footnote (2)
	04/17/2012		S			D		10,304,844	I	

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Common Stock	2,427,300 <u>(1)</u>	\$ 18.75	By SCF-VII, L.P. See Footnote <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474
(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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS L E 920 MEMORIAL CITY WAY SUITE 800 HOUSTON, TX 77024		X		Member of Group
SCF V LP 600 TRAVIS STE 6600 HOUSTON, TX 77002		X		
SCF VI LP 600 TRAVIS STE 6600 HOUSTON, TX 77002		X		
SCF-V, G.P., Limited Partnership 600 TRAVIS STE 6600 HOUSTON, TX 77002		X		

SCF-VI, G.P., Limited Partnership 600 TRAVIS STE 6600 HOUSTON, TX 77002	X
SCF-VII, G.P., Limited Partnership 600 TRAVIS STE 6600 HOUSTON, TX 77002	X
SCF-VII, L.P. 600 TRAVIS STE 6600 HOUSTON, TX 77002	X
SIMMONS L E & ASSOCIATES INC 600 TRAVIS STE 6600 HOUSTON, TX 77002	X

Signatures

/s/ John C. Ivascu, as attorney-in-fact for L.E. Simmons	04/18/2012
__Signature of Reporting Person	Date
/s/ John C. Ivascu, as attorney-in-fact for LESA	04/18/2012
__Signature of Reporting Person	Date
/s/ John C. Ivascu, as attorney-in-fact for SCF-V	04/18/2012
__Signature of Reporting Person	Date
/s/ John C. Ivascu, as attorney-in-fact for SCF-V GP	04/18/2012
__Signature of Reporting Person	Date
/s/ John C. Ivascu, as attorney-in-fact for SCF-VI	04/18/2012
__Signature of Reporting Person	Date
/s/ John C. Ivascu, as attorney-in-fact for SCF-VI GP	04/18/2012
__Signature of Reporting Person	Date
/s/ John C. Ivascu, as attorney-in-fact for SCF-VII	04/18/2012
__Signature of Reporting Person	Date
/s/ John C. Ivascu, as attorney-in-fact for SCF-VII GP	04/18/2012
__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).
 SCF-V, L.P., a Delaware limited partnership ("SCF-V"), SCF-VI, L.P., a Delaware limited partnership ("SCF-VI") and SCF-VII, L.P., a Delaware limited partnership ("SCF-VII" and, collectively with SCF-V and SCF-VI, the "Selling Stockholders") sold the shares of common stock to the public in connection with the initial public offering of the issuer on April 17, 2012 ("the IPO").
- (2) L.E. Simmons is President and sole member of the board of directors of L.E. Simmons & Associates, Inc., a Delaware corporation ("LESA"), which is the sole general partner of each of SCF-V, G.P., Limited Partnership ("SCF-V GP"), SCF-VI, G.P., Limited Partnership ("SCF-VI GP") and SCF-VII, G.P. (SCF-VII Limited Partnership ("SCF-VII GP"), each of which are Delaware limited

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partnerships. Additionally, SCF-V GP is the sole general partner of SCF-V, SCF-VI GP is the sole general partner of SCF-VI and SCF-VII GP is the sole general partner of SCF-VII (SCF-VII, collectively with LESA, SCF-V GP, SCF-VI GP, SCF-VII GP, SCF-V and SCF-VI, the "Reporting Entities"). Based on the reporting person's affiliation with the Reporting Entities, L.E. Simmons may be deemed to beneficially own all of the shares of common stock of the Issuer beneficially owned or deemed to be beneficially owned by the Reporting Entities.

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.