

MCDERMOTT INTERNATIONAL INC  
Form 8-K  
May 31, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 24, 2012**

**McDermott International, Inc.**

(Exact name of registrant as specified in its charter)

**REPUBLIC OF PANAMA**  
(State or other jurisdiction

of incorporation)

**757 N. Eldridge Parkway**

**001-08430**  
(Commission

File Number)

**72-0593134**  
(IRS Employer

Identification No.)

**77079**

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**Houston, Texas**

(Address of principal executive offices)

(Zip Code)

**Registrant's Telephone Number, including Area Code: (281) 870-5000**

(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))

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

On May 24, 2012, the Compensation Committee of the Board of Directors of McDermott International, Inc. ( McDermott ) approved annual base salary adjustments, which had previously been deferred, for certain elected officers of McDermott and its subsidiaries. The base salaries for each of our current executive officers who were listed as named executive officers in the Summary Compensation Table in our proxy statement for our 2012 annual meeting of stockholders are set forth in Exhibit 10.1, and the information contained in Exhibit 10.1 is incorporated by reference into this Item 5.02.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1 Summary of Named Executive Officer Base Salaries.

SIGNATURES

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 thereunto duly authorized.

McDERMOTT INTERNATIONAL, INC.

By: /s/ Perry L. Elders  
Perry L. Elders

Senior Vice President and Chief Financial Officer

May 31, 2012