

Frank's International N.V.  
Form DEFA14A  
April 01, 2015

**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):

- x 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:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 20, 2015.**

**Meeting Information**

**FRANK S INTERNATIONAL N.V.**

**Meeting Type:** Annual Meeting

**For holders as of:** April 22, 2015

**Date:** May 20, 2015      **Time:** 4:00 PM CET

**Location:** Hotel Sofitel Legend the Grand Amsterdam

Oudezijds Voorburgwal 197

1012 EX Amsterdam, The Netherlands

*FRANK S INTERNATIONAL N.V.*

*PRINS BERNHARDPLEIN 200*

*1097 JB AMSTERDAM, THE NETHERLANDS*

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The proxy materials are available at [www.proxydocs.com/fi](http://www.proxydocs.com/fi). If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy (as instructed on the reverse side) on or before May 6, 2015 to facilitate timely delivery.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT INCLUDING FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
[www.proxydocs.com/fi](http://www.proxydocs.com/fi).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*:      [www.proxydocs.com/fi](http://www.proxydocs.com/fi)
  
- 2) *BY TELEPHONE*:    1-800-579-1639
  
- 3) *BY E-MAIL* \*:      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 6, 2015 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Supervisory Directors and Board of Managing Directors recommend that you vote FOR all of the nominees:**

1. Election of Directors

**Nominees:**

- 1a. Donald Keith Mosing

- 1b. Steven B. Mosing

- 1c. Kirkland D. Mosing

- 1d. William B. Berry

- 1e. Sheldon R. Erikson

- 1f. Gary P. Luquette

- 1g. Michael C. Kearney

7. To ratify and approve the remuneration of the members of the Supervisory Board;

8. To authorize the Company's Management Board to:

8(A) - repurchase shares for any legal purpose, at the stock exchange or in a private purchase transaction, at a price between \$0.01 and 120% of the market price on the New York Stock Exchange, and during a period of 18 months starting from the date of the 2015 annual meeting;

8(B) - dispose of any shares held by the Company in its own capital;

8(C) - approve and ratify the repurchase of common shares by the Company that has been effected prior to the annual meeting; and

9. To approve the material terms of the performance goals under the Frank's International N.V. 2013 Long-Term Incentive Plan in accordance with Section 162(m) of the Internal Revenue Code of 1986, as amended, and the Treasury regulations promulgated thereunder.

**NOTE: Such other business as may properly come before the annual meeting or any adjournment thereof shall be voted in accordance with the discretion of the proxies appointed hereby.**

**The Board of Supervisory Directors and Board of Managing Directors recommend you vote FOR the following proposals:**

2. To adopt the Company's annual accounts for the fiscal year ended December 31, 2014 and authorize the preparation of the Company's Dutch statutory annual accounts and annual report in the English language;



3. To discharge the sole member of the Company's Management Board from liability in respect of the exercise of its duties during the fiscal year ended December 31, 2014;

4. To discharge the members of the Company's Supervisory Board from liability in respect of the exercise of their duties during the fiscal year ended December 31, 2014;

5. To appoint PricewaterhouseCoopers Accountants N.V. as our auditor who will audit the statutory annual accounts of the Company for the fiscal year ending December 31, 2015;

6. To ratify the appointment of PricewaterhouseCoopers LLP as our international independent registered public accounting firm for the fiscal year ending December 31, 2015;

