

MCDERMOTT INTERNATIONAL INC  
Form 8-K  
February 22, 2016

**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): February 18, 2016**

**McDermott International, Inc.**

**(Exact name of registrant as specified in its charter)**

**REPUBLIC OF PANAMA**  
(State or other jurisdiction  
of incorporation)

**001-08430**  
(Commission  
File Number)

**72-0593134**  
(IRS Employer  
Identification No.)

**757 N. Eldridge Parkway**  
**Houston, Texas**  
(Address of principal executive offices)

**77079**  
(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 2.02 Results of Operations and Financial Condition.**

On February 22, 2016, we issued a press release announcing our financial results for the quarter and year-ended December 31, 2015. A copy of the press release is furnished as Exhibit 99.1, and the information contained in Exhibit 99.1 is incorporated by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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

On February 18, 2016, the Board of Directors (the Board ) of McDermott International, Inc. appointed Erich Kaeser as a member of the Board and a member of the Audit Committee of the Board, effective February 23, 2016.

In accordance with our non-employee director compensation program, Mr. Kaeser will receive: (1) an annual retainer of \$75,000, payable in monthly installments and prorated for his partial year of service; and (2) meeting fees of \$2,500 for each meeting of the Board or a committee (of which Mr. Kaeser is a member) attended, in person or by telephone, in excess of the twelfth Board or Committee per director's annual term of service. In addition, Mr. Kaeser will receive a grant of restricted stock valued at approximately \$22,027, which represents the prorated value of the annual stock grant awarded to non-employee directors in April of 2015 under our non-employee director compensation program. This grant is expected to be made on February 23, 2016.

Mr. Kaeser does not have any interest in any transactions requiring disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Mr. Kaeser and any other person pursuant to which he was appointed as a director.

A copy of our press release announcing the appointment is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated February 22, 2016.

99.2 Press Release dated February 22, 2016.

**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/ Stuart Spence  
Stuart Spence  
Executive Vice President and Chief  
Financial Officer

February 22, 2016

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 22, 2016.
99.2	Press Release dated February 22, 2016