

FORUM ENERGY TECHNOLOGIES, INC.

Form 5

February 13, 2017

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362

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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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 3 Holdings Reported Form 4 Transactions Reported

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

1. Name and Address of Reporting Person *
GAUT C CHRISTOPHER

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & COB

920 MEMORIAL CITY WAY, SUITE 1000

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77024

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 06/30/2016 | ^ | A | Amount (A) or (D) Price 1,002 (1) A \$ 10.6 | 696,433 (2) | D | ^ |
| Common Stock | 12/06/2016 | ^ | G | 10,000 D \$ 0 | 686,433 | D | ^ |
| Common Stock | 12/31/2016 | ^ | A | 711 (1) A \$ 14.93 | 687,144 | D | ^ |
| Common | ^ | ^ | ^ | ^ ^ ^ | 308,844 | I | See |

| | | | | | | | | | | |
|-----------------|---|---|---|---|---|---|---------|---|--|------------------------|
| Stock | | | | | | | | | | Footnote (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 308,844 | I | | See Footnote (4) |

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 2270
(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. of D Se B O E I S F I (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAUT C CHRISTOPHER 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024 | Â X | Â | Â CEO & COB | Â |

Signatures

/s/ C. Christopher Gaut by John C. Ivascu as Attorney-in-Fact 02/13/2017

__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).
- (1) The reported securities were acquired under the Forum Energy Technologies, Inc. Employee Stock Purchase Plan in an exempt transaction under both Rule 16b-3(d) and Rule 16b-3(c).
- (2)

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The amount of shares beneficially owned reflects a distribution of 58,496 shares of common stock by trusts held for the benefit of the reporting person and his spouse. In addition, the number of shares beneficially owned has been reduced by one share to reflect a computational error made on the reporting person's Form 4 filed on February 23, 2015.

- (3) These securities are held in trust for the benefit of the reporting person. The reporting person is the trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (4) These securities are held in trust for the benefit of the reporting person's spouse. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.