

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>WAITE ANDREW L</u></p> <p>(Last) (First) (Middle)</p> <p><u>920 MEMORIAL CITY WAY</u></p> <p><u>SUITE 1000</u></p> <p>(Street)</p> <p><u>HOUSTON TX 77024</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>FORUM ENERGY TECHNOLOGIES, INC.</u></p> <p>[<u>FET</u>]</p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>02/22/2013</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2013		X		2,160,607	A	\$8.92	43,282,696	I	See footnote ⁽¹⁾⁽²⁾
Common Stock	02/22/2013		X		2,066,751	A	\$8.92	45,349,447	I	See footnote ⁽¹⁾⁽²⁾
Common Stock								9,779	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrants (right to buy)	\$8.92 ⁽³⁾	02/22/2013		X			3,253,706	08/02/2010	(4)	Common Stock	2,160,607	\$0	0	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock Warrants (right to buy)	\$8.92 ⁽³⁾	02/22/2013		X			3,112,366	06/29/2011	(4)	Common Stock	2,066,751	\$0	0	I	See Footnotes ⁽¹⁾⁽²⁾

Explanation of Responses:

- SCF-V, L.P., a Delaware limited partnership ("SCF-V"), SCF 2012A, L.P., a Delaware limited partnership ("SCF 2012A"), SCF-VI, L.P., a Delaware limited partnership ("SCF-VI"), SCF 2012B, L.P., a Delaware limited partnership ("SCF 2012B") and SCF-VII, L.P., a Delaware limited partnership ("SCF-VII"), in the aggregate own 45,349,447 shares of common stock following the conversion of the warrants reported in this Form 4. The general partner of SCF-V is SCF-V, G.P., LLC, a Delaware limited liability company ("SCF-V GP"), the general partner of SCF-VI is SCF-VI, G.P., Limited Partnership, a Delaware limited partnership ("SCF-VI GP") and the general partner of SCF-VII is SCF-VII, G.P., Limited Partnership, a Delaware limited partnership ("SCF-VII GP"). L.E. Simmons & Associates, Inc., a Delaware corporation ("LESA") is the sole general partner of each of SCF-V GP, SCF-VI GP, SCF-VII GP, SCF 2012A and SCF 2012B. Mr. Waite serves as a managing director of LESA. (Continued in Footnote 2)
- As such, Mr. Waite may be deemed to have dispositive power over the shares of common stock owned by SCF-V, SCF 2012A, SCF-VI, SCF 2012B and SCF-VII. Mr. Waite disclaims beneficial ownership of such shares.
- These warrants have an initial exercise price of \$7.68 per share. The exercise price increases 0.5% at the end of each month, which equates to an annual increase of 6%.
- These warrants expire upon the earlier of five years from the initial issuance, 2.5 years after the consummation of an initial public offering of the Company's common stock or upon the occurrence of certain other events described in the Warrant Agreement pursuant to which the warrants were issued.

Remarks:

/s/ Andrew L. Waite by John C. Ivascu as Attorney-in-Fact 02/26/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.