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

FORM 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2017

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 001-35504

FORUM ENERGY TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**61-1488595**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

920 Memorial City Way, Suite 1000
Houston, Texas 77024

(Address of principal executive offices)

(281) 949-2500

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes ☑ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑	Accelerated filer o
Non-accelerated filer o	(Do not check if a smaller reporting company)
	Smaller reporting company o
	Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☑

As of July 31, 2017, there were 96,580,501 common shares outstanding.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Forum Energy Technologies, Inc. and subsidiaries
Condensed consolidated statements of comprehensive income (loss)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
(in thousands, except per share information)	**2017**	**2016**	**2017**	**2016**
Net sales	$ 201,115	$ 142,723	$ 372,211	$ 302,164
Cost of sales	151,860	137,442	283,977	262,326
Gross profit	49,255	5,281	88,234	39,838
Operating expenses				
Selling, general and administrative expenses	61,895	58,263	122,569	118,276
Transaction expenses	245	64	873	230
Goodwill impairment	68,004	—	68,004	—
Loss on sale of assets and other	1,635	48	1,389	16
Total operating expenses	131,779	58,375	192,835	118,522
Earnings from equity investment	2,568	216	4,030	793
Operating loss	(79,956)	(52,878)	(100,571)	(77,891)
Other expense (income)				
Interest expense	6,385	6,785	12,965	13,918
Deferred financing costs written off	—	—	—	2,588
Foreign exchange losses (gains) and other, net	2,602	(10,014)	4,148	(11,394)
Total other expense (income)	8,987	(3,229)	17,113	5,112
Loss before income taxes	(88,943)	(49,649)	(117,684)	(83,003)
Benefit for income tax expense	(11,070)	(21,147)	(24,043)	(31,553)
Net loss	(77,873)	(28,502)	(93,641)	(51,450)
Less: Income attributable to noncontrolling interest	—	35	—	30
Net loss attributable to common stockholders	(77,873)	(28,537)	(93,641)	(51,480)
Weighted average shares outstanding				
Basic	96,170	90,707	96,016	90,592
Diluted	96,170	90,707	96,016	90,592
Loss per share				
Basic	$ (0.81)	$ (0.31)	$ (0.98)	$ (0.57)
Diluted	$ (0.81)	$ (0.31)	$ (0.98)	$ (0.57)
Other comprehensive income (loss), net of tax:				
Net loss	(77,873)	(28,502)	(93,641)	(51,450)
Change in foreign currency translation, net of tax of $0	15,325	(22,847)	22,547	(19,375)
Gain (loss) on pension liability	(82)	24	(97)	(19)
Comprehensive loss	(62,630)	(51,325)	(71,191)	(70,844)
Less: comprehensive income attributable to noncontrolling interests	—	(36)	—	(129)
Comprehensive loss attributable to common stockholders	$ (62,630)	$ (51,361)	$ (71,191)	$ (70,973)

The accompanying notes are an integral part of these condensed consolidated financial statements.

Forum Energy Technologies, Inc. and subsidiaries
Condensed consolidated balance sheets
(Unaudited)

(in thousands, except share information)	June 30, 2017	December 31, 2016
Assets		
Current assets		
Cash and cash equivalents	$ 220,470	$ 234,422
Accounts receivable—trade, net	145,341	105,268
Inventories, net	364,783	338,583
Income tax receivable	1,872	32,801
Prepaid expenses and other current assets	27,229	29,443
Costs and estimated profits in excess of billings	7,439	9,199
Total current assets	767,134	749,716
Property and equipment, net of accumulated depreciation	149,418	152,212
Deferred financing costs, net	809	1,112
Intangible assets	213,312	216,418
Goodwill	595,833	652,743
Investment in unconsolidated subsidiary	62,510	59,140
Deferred income taxes, net	3,945	851
Other long-term assets	2,883	3,000
Total assets	$ 1,795,844	$ 1,835,192
Liabilities and equity		
Current liabilities		
Current portion of long-term debt	$ 1,143	$ 124
Accounts payable—trade	113,947	73,775
Accrued liabilities	56,703	55,604
Deferred revenue	8,841	8,338
Billings in excess of costs and profits recognized	1,116	4,004
Total current liabilities	181,750	141,845
Long-term debt, net of current portion	398,090	396,747
Deferred income taxes, net	5,005	26,185
Other long-term liabilities	35,183	34,654
Total liabilities	620,028	599,431
Commitments and contingencies		
Equity		
Common stock, $0.01 par value, 296,000,000 shares authorized, 104,697,800 and 103,682,128 shares issued	1,047	1,037
Additional paid-in capital	1,010,271	998,169
Treasury stock at cost, 8,187,432 and 8,174,963 shares	(134,248)	(133,941)
Retained earnings	404,533	498,174
Accumulated other comprehensive loss	(105,787)	(128,237)
Total stockholders' equity	1,175,816	1,235,202
Noncontrolling interest in subsidiary	—	559
Total equity	1,175,816	1,235,761
Total liabilities and equity	$ 1,795,844	$ 1,835,192

The accompanying notes are an integral part of these condensed consolidated financial statements.

Forum Energy Technologies, Inc. and subsidiaries
Condensed consolidated statements of cash flows
(Unaudited)

	Six Months Ended June 30,	
(in thousands, except share information)	**2017**	**2016**
Cash flows from operating activities		
Net loss	$ (93,641)	$ (51,450)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation expense	17,226	18,329
Amortization of intangible assets	13,104	13,231
Goodwill impairment	68,004	—
Share-based compensation expense	9,850	10,322
Inventory write down	769	22,733
Deferred income taxes	(24,435)	(33,412)
Deferred loan cost written off	—	2,588
Earnings from equity investment, net of distributions	(2,329)	(389)
Other	3,353	2,068
Changes in operating assets and liabilities		
Accounts receivable—trade	(37,644)	41,679
Inventories	(16,800)	27,279
Prepaid expenses and other current assets	2,232	6,342
Income tax receivable	30,929	—
Accounts payable, deferred revenue and other accrued liabilities	35,183	(10,220)
Costs and estimated profits in excess of billings, net	(1,042)	(4,183)
Net cash provided by operating activities	$ 4,759	$ 44,917
Cash flows from investing activities		
Acquisition of businesses, net of cash acquired	(8,738)	(2,700)
Capital expenditures for property and equipment	(13,020)	(10,040)
Proceeds from sale of business, property and equipment	1,699	3,710
Investment in unconsolidated subsidiary	$ (1,041)	$ —
Net cash used in investing activities	$ (21,100)	$ (9,030)
Cash flows from financing activities		
Repayment of long term and short term debt	(1,011)	(238)
Net treasury shares withheld	(4,564)	(1,126)
Proceeds from stock issuance	2,020	1,137
Deferred financing costs	—	(513)
Net cash used in financing activities	$ (3,555)	$ (740)
Effect of exchange rate changes on cash	5,944	(7,167)
Net increase (decrease) in cash and cash equivalents	(13,952)	27,980
Cash and cash equivalents		
Beginning of period	234,422	109,249
End of period	$ 220,470	$ 137,229
Noncash investing activities		
Acquisition via issuance of stock	$ 4,500	$ —

The accompanying notes are an integral part of these condensed consolidated financial statements.

Forum Energy Technologies, Inc. and subsidiaries
Notes to condensed consolidated financial statements
(Unaudited)

1. Organization and basis of presentation

Forum Energy Technologies, Inc. (the "Company"), a Delaware corporation, is a global oilfield products company, serving the drilling, subsea, completion, production and infrastructure sectors of the oil and natural gas industry. The Company designs, manufactures and distributes products and engages in aftermarket services, parts supply and related services that complement the Company's product offering.

Basis of presentation

The accompanying unaudited condensed consolidated financial statements of the Company include the accounts of the Company and its subsidiaries. All significant intercompany transactions have been eliminated in consolidation.

The Company's investment in an operating entity where the Company has the ability to exert significant influence, but does not control operating and financial policies is accounted for using the equity method. The Company's share of the net income of this entity is recorded as "Earnings from equity investment" in the condensed consolidated statements of comprehensive income (loss). The investment in this entity is included in "Investment in unconsolidated subsidiary" in the condensed consolidated balance sheets. The Company reports its share of equity earnings within operating income (loss) as the investee's operations are integral to the operations of the Company.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for the fair statement of the Company's financial position, results of operations and cash flows have been included. Operating results for the six months ended June 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017 or any other interim period.

These interim financial statements are unaudited and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") regarding interim financial reporting. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America ("GAAP") for complete consolidated financial statements and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016, which are included in the Company's 2016 Annual Report on Form 10-K filed with the SEC on February 28, 2017 (the "Annual Report").

2. Recent accounting pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB"), which are adopted by the Company as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's consolidated financial statements upon adoption.

In May 2017, the FASB issued Accounting Standard Updates ("ASU") No. 2017-09 Compensation - Stock Compensation (Topic 718) - Scope of Modification Accounting, which clarifies when to account for a change to the terms or conditions of a share based payment award as a modification. Under the new ASU, an entity should apply modification accounting unless the fair value, the vesting conditions, and the classification of the award as equity or liability of the modified award all remain the same as the original award. The ASU should be adopted prospectively for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted. This guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

In January 2017, the FASB issued ASU No. 2017-04 Intangibles- Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment, which simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test where the implied fair value of goodwill needs to be determined and compared to the carrying amount of that goodwill to measure the impairment loss. The Company is required to adopt the amendments in this Update for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019 and early adoption is permitted. The Company has early adopted the standard in the first quarter of 2017. During the second quarter of 2017, the Company applied this new ASU to perform the goodwill impairment analysis. See Note 6, Goodwill and intangible assets for more details.

In January 2017, the FASB issued ASU No. 2017-01 Business Combination (Topic 805) - Clarifying the Definition of a Business, in an effort to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses.

This guidance will be effective for annual periods beginning after December 15, 2017, including interim periods within those periods, and is not expected to have a material impact on the Company's consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18 Statement of Cash Flows (Topic 230) - Restricted Cash a consensus of the FASB Emerging Issues Task Force. This new guidance requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019 and is not expected to have a material impact on the Company's consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16 Income Tax (Topic 740) - Intra-Entity Transfers of Assets Other Than Inventory. Current GAAP prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. This new guidance eliminates this exception and requires an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. ASU 2016-16 is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods, and should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The ASU is not expected to have a material impact on the Company's consolidated financial statements.

In August 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-15 Cash Flow Statement (Topic 230) - Classification of Certain Cash Receipts and Cash Payments. This new guidance addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice, including: debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments or other debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions, and separately identifiable cash flows and application of the predominance principle. The only issue currently relevant to the Company is distributions received from equity method investees, where the new guidance allows an accounting policy election between the cumulative earnings approach and the nature of the distribution approach. The Company will continue to use the cumulative earnings approach, therefore the guidance is not expected to have a material impact on the Company's consolidated financial statements. ASU 2016-15 is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years.

In March 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting. This new guidance includes provisions intended to simplify how share-based payments are accounted for and presented in the financial statements. The Company applied the update prospectively beginning January 1, 2017.

In February 2016, the FASB issued ASU No. 2016-02, Leases. Under this new guidance, lessees will be required to recognize assets and liabilities on the balance sheet for the rights and obligations created by all leases with terms of greater than twelve months. The standard will take effect for public companies with fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company is currently evaluating the impact of the adoption of this guidance.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). The comprehensive new standard will supersede existing revenue recognition guidance and require revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions. The guidance permits the entity to use either a full retrospective or modified retrospective transition method. The FASB issued several subsequent updates in 2016 containing implementation guidance related to the new standard. These standards provide additional guidance related to principal versus agent considerations, licensing, and identifying performance obligations. Additionally, these standards provide narrow-scope improvements and practical expedients as well as technical corrections and improvements. Overall, the new guidance is to be effective for the fiscal year beginning after December 15, 2017. Companies are able to early adopt the pronouncement, however not before fiscal years beginning after December 15, 2016. The Company has put in place an implementation team to provide training and to review contracts subject to the new revenue standard. The implementation team continues to review contracts, for the areas identified during the initial impact assessment and monitor the potential impact to the Company’s financial statements and related disclosures. The Company currently anticipates that it will adopt this standard using the modified retrospective method and elect to apply the revenue standard only to contracts that are not completed as of the date of initial application. The Company has not yet made a final determination on the effect of this new guidance on our internal control over financial reporting or other changes in business practices and processes.

3. Cash and cash equivalents

Cash and cash equivalents at June 30, 2017 are comprised of bank deposits and short-term investments with an original maturity of three months or less, such as money market funds, the fair value of which is based on quoted market prices, a Level 1 fair value measure.

4. Acquisitions

2017 Acquisition

On January 9, 2017, the Company acquired substantially all of the assets of Cooper Valves, LLC as well as 100% of the general partnership interests of Innovative Valve Components (collectively, “Cooper”) for total aggregate consideration of $14.0 million, after settlement of working capital adjustments. The aggregate consideration includes the issuance of stock valued at $4.5 million and certain contingent cash payments. These acquisitions are included in the Production and Infrastructure segment. The acquired Cooper brands include the Accuseal® metal seated ball valves engineered to meet Class VI shut off standards for use in severe service applications, as well as a full line of cast and forged gate, globe, and check valves. Innovative Valve Components, in partnership with Cooper Valves, commercialized critical service valves and components for the power generation, mining and oil and natural gas industries. The fair values of the assets acquired and liabilities assumed have not been presented because they are not material to the consolidated financial statements. Pro forma results of operations for this acquisition have not been presented because the effects were not material to the consolidated financial statements.

2016 Acquisition

In April 2016, the Company completed the acquisition of the wholesale completion packers business of Team Oil Tools, Inc. The acquisition includes a wide variety of completion and service tools, including retrievable and permanent packers, bridge plugs and accessories which are sold to oilfield service providers, packer repair companies and distributors on a global basis. This acquisition is included in the Completions segment. The fair values of the assets acquired and liabilities assumed have not been presented because they are not material to the consolidated financial statements. Pro forma results of operations for the 2016 acquisition have not been presented because the effects were not material to the consolidated financial statements.

5. Inventories

The Company's significant components of inventory at June 30, 2017 and December 31, 2016 were as follows (in thousands):

	June 30, 2017	December 31, 2016
Raw materials and parts	$ 113,152	$ 106,329
Work in process	38,912	23,303
Finished goods	274,761	277,303
Gross inventories	426,825	406,935
Inventory reserve	(62,042)	(68,352)
Inventories	$ 364,783	$ 338,583

6. Goodwill and intangible assets

Goodwill

The changes in the carrying amount of goodwill from December 31, 2016 to June 30, 2017, were as follows (in thousands):

	Drilling & Subsea	Completions	Production & Infrastructure	Total
Goodwill Balance at December 31, 2016	$ 307,806	$ 327,293	$ 17,644	$ 652,743
Acquisitions, net of dispositions	—	—	1,311	1,311
Impairment	(68,004)	—	—	(68,004)
Impact of non-U.S. local currency translation	7,423	2,248	112	9,783
Goodwill Balance at June 30, 2017	$ 247,225	$ 329,541	$ 19,067	$ 595,833

The Company performs its annual impairment tests of goodwill as of October 1 or when there is an indication an impairment may have occurred.

In the second quarter of 2017, there was a decline in oil prices and a developing consensus view that production from lower cost oil basins would be sufficient to meet anticipated demand for a longer period, delaying the need for production from higher cost basins. With this indication of further delays in the recovery of the offshore market, the Company performed an impairment test and determined that the carrying value of the goodwill in our Subsea reporting unit was impaired. The Company recorded an impairment charge of $68.0 million for the quarter ended June 30, 2017. Following the impairment charge, at June 30, 2017, the Subsea reporting unit has no remaining balance in goodwill. There was no indication an impairment may have occurred in the other reporting units.

The fair values used in the impairment analysis were determined using the net present value of the expected future cash flows for the reporting unit. During the Company's goodwill impairment analysis, the Company determines the fair value of the reporting unit, as a whole, using a discounted cash flow analysis, which requires significant assumptions and estimates about future operations. The assumptions about future cash flows and growth rates are based on our current budget for the remainder of the current year, 2018, and for future periods, as well as our strategic plans and management's beliefs about future activity levels. The discount rate we used for future periods could change substantially if the cost of debt or equity were to significantly increase or decrease, or if we were to choose different comparable companies in determining the appropriate discount rate for our reporting units. Forecasted cash flows in future periods were estimated using a terminal value calculation, which considered long-term earnings growth rates. Accumulated impairment losses on goodwill were $236.8 million and $168.8 million as of June 30, 2017 and December 31, 2016.

Intangible assets

Intangible assets consisted of the following as of June 30, 2017 and December 31, 2016, respectively (in thousands):

	June 30, 2017			
	Gross carrying amount	Accumulated amortization	Net amortizable intangibles	Amortization period (in years)
Customer relationships	$ 275,850	$ (126,774)	$ 149,076	4-15
Patents and technology	39,659	(13,652)	26,007	5-17
Non-compete agreements	6,369	(5,932)	437	3-6
Trade names	46,299	(20,191)	26,108	10-15
Distributor relationships	22,160	(15,706)	6,454	8-15
Trademark	5,230	—	5,230	Indefinite
Intangible Assets Total	$ 395,567	$ (182,255)	$ 213,312	

	December 31, 2016			
	Gross carrying amount	Accumulated amortization	Net amortizable intangibles	Amortization period (in years)
Customer relationships	$ 270,586	$ (115,381)	$ 155,205	4-15
Patents and technology	33,936	(12,225)	21,711	5-17
Non-compete agreements	6,230	(5,594)	636	3-6
Trade names	44,494	(17,944)	26,550	10-15
Distributor relationships	22,160	(15,074)	7,086	8-15
Trademark	5,230	—	5,230	Indefinite
Intangible Assets Total	$ 382,636	$ (166,218)	$ 216,418	

7. Debt

Notes payable and lines of credit as of June 30, 2017 and December 31, 2016 consisted of the following (in thousands):

	June 30, 2017	December 31, 2016
6.25% Senior Notes due October 2021	$ 400,000	$ 400,000
Unamortized debt premium	1,786	1,989
Debt issuance cost	(4,773)	(5,324)
Senior secured revolving credit facility	—	—
Other debt	2,220	206
Total debt	399,233	396,871
Less: current maturities	(1,143)	(124)
Long-term debt	$ 398,090	$ 396,747

Senior Notes Due 2021

The Senior Notes bear interest at a rate of 6.250% per annum, payable on April 1 and October 1 of each year, and mature on October 1, 2021. The Senior Notes are senior unsecured obligations, and are guaranteed on a senior unsecured basis by the Company's subsidiaries that guarantee the Credit Facility and rank junior to, among other indebtedness, the Credit Facility to the extent of the value of the collateral securing the Credit Facility.

Credit Facility

On February 25, 2016, we amended our credit facility with Wells Fargo Bank, National Association, as administrative agent, and several financial institutions as lenders (the “Credit Facility”) to reduce lender commitments to $200.0 million. On December 12, 2016, we further amended the Credit Facility (such further amendment, the “Amended Credit Facility”), to, among other things, reduce revolving credit line commitments from $200.0 million to $140.0 million, including up to $25.0 million available for letters of credit and up to $10.0 million in swingline loans. Availability under the Amended Credit Facility is subject to a borrowing base calculated by reference to eligible accounts receivable in the United States, United Kingdom and Canada, eligible inventory in the United States, and cash on hand.

The Credit Facility matures in November 2018. As of June 30, 2017 and December 31, 2016, the Company had no borrowings outstanding under the Credit Facility. As of June 30, 2017, the Company had $11.4 million of outstanding letters of credit. At June 30, 2017, the Company had the capacity to borrow an additional $109.5 million subject to certain limitations in the Credit Facility. The Company's borrowing capacity under the Amended Credit Facility could be reduced or eliminated, depending on the future EBITDA. Weighted average interest rates under the Credit Facility for the six months ended June 30, 2017 and twelve months ended December 31, 2016 were approximately 3.00%.

There have been no changes to the financial covenants disclosed in Item 8 of the Annual Report and the Company was in compliance with all financial covenants at June 30, 2017.

8. Income taxes

The Company's effective tax rate was 20.4% for the six months ended June 30, 2017 and 38.0% for the six months ended June 30, 2016. The effective tax rate was 12.4% for the three months ended June 30, 2017 and 42.6% for the three months ended June 30, 2016. Impacting the tax rate for the three and six months ended June 30, 2017 was the impairment loss related to non-tax deductible goodwill, and the change in the proportion of losses being generated in the United States, which are benefited at a higher statutory tax rate, as compared to earnings being generated outside the United States in jurisdictions subject to lower tax rates. Also impacting the tax rate for the six months ended June 30, 2017 was the implementation of new accounting guidance related to employee share-based compensation accounting.

9. Fair value measurements

At June 30, 2017 and December 31, 2016, the Company had no debt outstanding under the Credit Facility. At June 30, 2017, the Company had $11.4 million of outstanding letters of credit.

The fair value of the Company’s Senior Notes is estimated using Level 2 inputs in the fair value hierarchy and is based on quoted prices for those or similar instruments. At June 30, 2017, the fair value and the carrying value of the Company’s Senior Notes approximated $391.7 million and $401.8 million, respectively. At December 31, 2016, the fair value and the carrying value of the Company’s Senior Notes each approximated $402.0 million.

There were no outstanding financial assets as of June 30, 2017 and December 31, 2016 that required measuring the amounts at fair value. The Company did not change its valuation techniques associated with recurring fair value measurements from prior periods and there were no transfers between levels of the fair value hierarchy during the six months ended June 30, 2017.

10. Business segments

The Company reports its results of operations in the following three reportable segments: Drilling & Subsea, Completions and Production & Infrastructure.

In order to better align with the predominant customer base of the segment, the Company has moved management and financial reporting of our fully rotational torque machine operations, which operates under the AMC brand, from the Drilling and Subsea segment to the Completions segment. Prior period financial information has been revised to conform with current period presentation with no impact to total segment operating results.

The amounts indicated below as "Corporate" relate to costs and assets not allocated to the reportable segments. Summary financial data by segment follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Revenue:				
Drilling & Subsea	$ 64,031	$ 55,120	$ 125,907	$ 119,555
Completions	54,511	26,268	96,901	61,527
Production & Infrastructure	83,117	61,823	150,696	122,334
Intersegment eliminations	(544)	(488)	(1,293)	(1,252)
Total Revenue	$ 201,115	$ 142,723	$ 372,211	$ 302,164
Operating income (loss):				
Drilling & Subsea	$ (6,367)	$ (20,948)	$ (14,708)	$ (30,674)
Completions	679	(27,609)	(2,837)	(34,163)
Production & Infrastructure	3,435	2,578	2,866	1,206
Corporate	(7,819)	(6,787)	(15,626)	(14,014)
Total segment operating loss	(10,072)	(52,766)	(30,305)	(77,645)
Transaction expenses	245	64	873	230
Goodwill impairment	68,004	—	68,004	—
Loss on sale of assets and other	1,635	48	1,389	16
Operating loss	$ (79,956)	$ (52,878)	$ (100,571)	$ (77,891)

A summary of consolidated assets by reportable segment is as follows (in thousands):

	June 30, 2017	December 31, 2016
Assets		
Drilling & Subsea	$ 661,334	$ 766,234
Completions	714,504	696,208
Production & Infrastructure	221,229	175,940
Corporate	198,777	196,810
Total assets	$ 1,795,844	$ 1,835,192

Corporate assets include, among other items, prepaid assets, cash and deferred financing costs.

11. Commitments and contingencies

In the ordinary course of business, the Company is, and in the future could be, involved in various pending or threatened legal actions that may or may not be covered by insurance. Management has reviewed such pending judicial and legal proceedings, the reasonably anticipated costs and expenses in connection with such proceedings, and the availability and limits of insurance coverage, and has established reserves that are believed to be appropriate in light of those outcomes that are considered to be probable and can be reasonably estimated. The reserves accrued at June 30, 2017 and December 31, 2016, respectively, are immaterial. It is management's opinion that the Company's ultimate liability, if any, with respect to these actions is not expected to have a material adverse effect on the Company’s financial position, results of operations or cash flows.

12. Earnings per share

The calculation of basic and diluted earnings per share for each period presented was as follows (dollars and shares in thousands, except per share amounts):

	Three months ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net loss attributable to common stockholders	$ (77,873)	$ (28,537)	$ (93,641)	$ (51,480)
Average shares outstanding (basic)	96,170	90,707	96,016	90,592
Common stock equivalents	—	—	—	—
Diluted shares	96,170	90,707	96,016	90,592
Loss per share				
Basic loss per share	$ (0.81)	$ (0.31)	$ (0.98)	$ (0.57)
Diluted loss per share	$ (0.81)	$ (0.31)	$ (0.98)	$ (0.57)

The diluted loss per share calculation excludes all stock options for the three and six months ended June 30, 2017 and June 30, 2016 because there was a net loss for the periods.

13. Stockholders' equity

Share-based compensation

During the six months ended June 30, 2017, the Company granted 278,958 options and 943,447 shares of restricted stock or restricted stock units, which includes 124,213 performance share awards with a market condition. The stock options were granted with an exercise price of $20.10. Of the restricted stock or restricted stock units granted, 763,263 vest ratably over four years on each anniversary of the date of grant. 55,971 shares of restricted stock or restricted stock units were granted to the non-employee members of the Board of Directors, which have a twelve month vesting period from the date of grant. The performance share awards granted may settle for between zero and two shares of the Company's common stock. The number of shares issued pursuant to the performance share awards will be determined based on the total shareholder return of the Company's common stock as compared to a group of peer companies, measured annually over a one year, two year and three-year performance period.

14. Related party transactions

The Company has sold and purchased equipment and services to and from a few affiliates of certain directors. The dollar amounts related to these related party activities are not material to the Company's condensed consolidated financial statements.

15. Subsequent event

On July 3, 2017, the Company acquired Multilift Welltec, LLC and Multilift Wellbore Technology Limited (collectively, "Multilift") for approximately $40 million in cash consideration. Based in Houston, Texas, Multilift manufactures the patented SandGuard™ and the Cyclone™ completion tools. These products extend the useful life of an electrical submersible pump (ESP) by protecting it against sand and other solids. The fair values of the assets acquired and liabilities assumed as well as the pro forma results of operations for this acquisition have not been presented because they are not material to the consolidated financial statements.

16. Condensed consolidating financial statements

The Senior Notes are guaranteed by our domestic subsidiaries which are 100% owned, directly or indirectly, by the Company. The guarantees are full and unconditional, joint and several and on an unsecured basis.

Condensed consolidating statements of comprehensive income (loss)

	Three months ended June 30, 2017				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Net sales	$ —	$ 172,917	$ 44,274	$ (16,076)	$ 201,115
Cost of sales	—	132,247	35,207	(15,594)	151,860
Gross profit	—	40,670	9,067	(482)	49,255
Operating expenses					
Selling, general and administrative expenses	—	49,840	12,055	—	61,895
Transaction expenses	—	245	—	—	245
Goodwill impairment	—	32,243	35,761	—	68,004
Loss on sale of assets and other	—	1,613	22	—	1,635
Total operating expenses	—	83,941	47,838	—	131,779
Earnings from equity investment	—	2,568	—	—	2,568
Equity earnings from affiliate, net of tax	(73,513)	(39,449)	—	112,962	—
Operating income (loss)	(73,513)	(80,152)	(38,771)	112,480	(79,956)
Other expense (income)					
Interest expense (income)	6,708	(159)	(164)	—	6,385
Deferred loan costs written off	—	—	—	—	—
Foreign exchange (gains) losses and other, net	—	(49)	2,651	—	2,602
Total other expense (income)	6,708	(208)	2,487	—	8,987
Income (loss) before income taxes	(80,221)	(79,944)	(41,258)	112,480	(88,943)
Benefit for income tax expense	(2,348)	(6,431)	(2,291)	—	(11,070)
Net income (loss)	(77,873)	(73,513)	(38,967)	112,480	(77,873)
Less: Income (loss) attributable to noncontrolling interest	—	—	—	—	—
Net income (loss) attributable to common stockholders	(77,873)	(73,513)	(38,967)	112,480	(77,873)
Other comprehensive income (loss), net of tax:					
Net income (loss)	(77,873)	(73,513)	(38,967)	112,480	(77,873)
Change in foreign currency translation, net of tax of $0	15,325	15,325	15,325	(30,650)	15,325
Change in pension liability	(82)	(82)	(82)	164	(82)
Comprehensive income (loss)	(62,630)	(58,270)	(23,724)	81,994	(62,630)
Less: comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—
Comprehensive income (loss) attributable to common stockholders	$ (62,630)	$ (58,270)	$ (23,724)	$ 81,994	$ (62,630)

Forum Energy Technologies, Inc. and subsidiaries
Notes to condensed consolidated financial statements (continued)
(Unaudited)

Condensed consolidating statements of comprehensive income (loss)

	Three months ended June 30, 2016				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Net sales	$ —	$ 103,062	$ 50,880	$ (11,219)	$ 142,723
Cost of sales	—	107,801	41,734	(12,093)	137,442
Gross profit	—	(4,739)	9,146	874	5,281
Operating expenses					
Selling, general and administrative expenses	—	46,866	11,397	—	58,263
Transaction Expense	—	64	—	—	64
Loss (gain) on sale of assets and other	—	215	(167)	—	48
Total operating expenses	—	47,145	11,230	—	58,375
Earnings from equity investment	—	216	—	—	216
Equity earnings from affiliates, net of tax	(24,128)	7,235	—	16,893	—
Operating income (loss)	(24,128)	(44,433)	(2,084)	17,767	(52,878)
Other expense (income)					
Interest expense (income)	6,783	(2)	4	—	6,785
Foreign exchange gains and other, net	—	(451)	(9,563)	—	(10,014)
Total other expense (income)	6,783	(453)	(9,559)	—	(3,229)
Income before income taxes	(30,911)	(43,980)	7,475	17,767	(49,649)
Provision for income tax expense (benefit)	(2,374)	(19,852)	1,079	—	(21,147)
Net income (loss)	(28,537)	(24,128)	6,396	17,767	(28,502)
Less: Income (loss) attributable to noncontrolling interest	—	—	35	—	35
Net income (loss) attributable to common stockholders	(28,537)	(24,128)	6,361	17,767	(28,537)
Other comprehensive income (loss), net of tax:					
Net income (loss)	(28,537)	(24,128)	6,396	17,767	(28,502)
Change in foreign currency translation, net of tax of $0	(22,847)	(22,847)	(22,847)	45,694	(22,847)
Change in pension liability	24	24	24	(48)	24
Comprehensive income (loss)	(51,360)	(46,951)	(16,427)	63,413	(51,325)
Less: comprehensive (income) loss attributable to noncontrolling interests	—	—	(36)	—	(36)
Comprehensive income (loss) attributable to common stockholders	$ (51,360)	$ (46,951)	$ (16,463)	$ 63,413	$ (51,361)

Forum Energy Technologies, Inc. and subsidiaries
Notes to condensed consolidated financial statements (continued)
(Unaudited)

Condensed consolidating statements of comprehensive income (loss)

	Six months ended June 30, 2017				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Revenue	$ —	$ 315,652	$ 90,676	$ (34,117)	$ 372,211
Cost of sales	—	242,486	75,513	(34,022)	283,977
Gross profit	—	73,166	15,163	(95)	88,234
Operating expenses					
Selling, general and administrative expenses	—	97,903	24,666	—	122,569
Transaction expenses	—	762	111	—	873
Goodwill impairment	—	32,243	35,761	—	68,004
Loss on sale of assets and other	—	1,342	47	—	1,389
Total operating expenses	—	132,250	60,585	—	192,835
Earnings from equity investment	—	4,030	—	—	4,030
Equity earnings from affiliates, net of tax	(84,948)	(44,576)	—	129,524	—
Operating income (loss)	(84,948)	(99,630)	(45,422)	129,429	(100,571)
Other expense (income)					
Interest expense (income)	13,374	(186)	(223)	—	12,965
Deferred loan costs written off	—	—	—	—	—
Foreign exchange (gains) losses and other, net	—	(186)	4,334	—	4,148
Total other expense (income)	13,374	(372)	4,111	—	17,113
Income (loss) before income taxes	(98,322)	(99,258)	(49,533)	129,429	(117,684)
Provision (benefit) for income tax expense	(4,681)	(14,310)	(5,052)	—	(24,043)
Net income (loss)	(93,641)	(84,948)	(44,481)	129,429	(93,641)
Less: Income (loss) attributable to noncontrolling interest	—	—	—	—	—
Net income (loss) attributable to common stockholders	(93,641)	(84,948)	(44,481)	129,429	(93,641)
Other comprehensive income (loss), net of tax:					
Net income (loss)	(93,641)	(84,948)	(44,481)	129,429	(93,641)
Change in foreign currency translation, net of tax of $0	22,547	22,547	22,547	(45,094)	22,547
Change in pension liability	(97)	(97)	(97)	194	(97)
Comprehensive income (loss)	(71,191)	(62,498)	(22,031)	84,529	(71,191)
Less: comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—
Comprehensive income (loss) attributable to common stockholders	$ (71,191)	$ (62,498)	$ (22,031)	$ 84,529	$ (71,191)

Forum Energy Technologies, Inc. and subsidiaries
Notes to condensed consolidated financial statements (continued)
(Unaudited)

Condensed consolidating statements of comprehensive income (loss)

	Six Months Ended June 30, 2016				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Revenue	$ —	$ 220,377	$ 106,514	$ (24,727)	$ 302,164
Cost of sales	—	200,417	86,864	(24,955)	262,326
Gross profit	—	19,960	19,650	228	39,838
Operating expenses					
Selling, general and administrative expenses	—	94,530	23,746	—	118,276
Transaction expenses	—	230	—	—	230
Loss (gain) on sale of assets and other	—	180	(164)	—	16
Total operating expenses	—	94,940	23,582	—	118,522
Earnings from equity investment	—	793	—	—	793
Equity earnings from affiliates, net of tax	(40,741)	6,147	—	34,594	—
Operating income (loss)	(40,741)	(68,040)	(3,932)	34,822	(77,891)
Other expense (income)					
Interest expense (income)	13,931	(16)	3	—	13,918
Deferred loan costs written off	2,588	—	—	—	2,588
Foreign exchange gains and other, net	—	(533)	(10,861)	—	(11,394)
Total other expense (income)	16,519	(549)	(10,858)	—	5,112
Income (loss) before income taxes	(57,260)	(67,491)	6,926	34,822	(83,003)
Provision (benefit) for income tax expense	(5,780)	(26,750)	977	—	(31,553)
Net income (loss)	(51,480)	(40,741)	5,949	34,822	(51,450)
Less: Income (loss) attributable to noncontrolling interest	—	—	30	—	30
Net income (loss) attributable to common stockholders	(51,480)	(40,741)	5,919	34,822	(51,480)
Other comprehensive income (loss), net of tax:					
Net income (loss)	(51,480)	(40,741)	5,949	34,822	(51,450)
Change in foreign currency translation, net of tax of $0	(19,375)	(19,375)	(19,375)	38,750	(19,375)
Change in pension liability	(19)	(19)	(19)	38	(19)
Comprehensive income (loss)	(70,874)	(60,135)	(13,445)	73,610	(70,844)
Less: comprehensive (income) loss attributable to noncontrolling interests	—	—	(129)	—	(129)
Comprehensive income (loss) attributable to common stockholders	$ (70,874)	$ (60,135)	$ (13,574)	$ 73,610	$ (70,973)

Forum Energy Technologies, Inc. and subsidiaries
Notes to condensed consolidated financial statements (continued)
(Unaudited)

Condensed consolidating balance sheets

	June 30, 2017				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Assets					
Current assets					
Cash and cash equivalents	$ 262	$ 137,943	$ 82,265	$ —	$ 220,470
Accounts receivable—trade, net	—	115,793	29,548	—	145,341
Inventories	—	300,316	73,002	(8,535)	364,783
Income tax receivable	—	1,872	—	—	1,872
Cost and profits in excess of billings	—	5,818	1,621	—	7,439
Other current assets	—	17,894	9,335	—	27,229
Total current assets	262	579,636	195,771	(8,535)	767,134
Property and equipment, net of accumulated depreciation	—	124,960	24,458	—	149,418
Deferred financing costs, net	809	—	—	—	809
Deferred income taxes, net	—	—	3,945	—	3,945
Intangibles	—	163,028	50,284	—	213,312
Goodwill	—	450,625	145,208	—	595,833
Investment in unconsolidated subsidiary	—	62,510	—	—	62,510
Investment in affiliates	1,019,604	435,700	—	(1,455,304)	—
Long-term advances to affiliates	558,770	—	80,616	(639,386)	—
Other long-term assets	—	2,228	655	—	2,883
Total assets	$ 1,579,445	$ 1,818,687	$ 500,937	$ (2,103,225)	$ 1,795,844
Liabilities and equity					
Current liabilities					
Current portion of long-term debt	$ —	$ 1,035	$ 108	$ —	$ 1,143
Accounts payable—trade	—	96,789	17,158	—	113,947
Accrued liabilities	6,616	40,727	9,360	—	56,703
Deferred revenue	—	4,228	4,613	—	8,841
Billings in excess of costs and profits	—	509	607	—	1,116
Total current liabilities	6,616	143,288	31,846	—	181,750
Long-term debt, net of current portion	397,013	1,042	35	—	398,090
Long-term payables to affiliates	—	639,386	—	(639,386)	—
Deferred income taxes, net	—	—	5,005	—	5,005
Other long-term liabilities	—	15,367	19,816	—	35,183
Total liabilities	403,629	799,083	56,702	(639,386)	620,028
Total stockholder's equity	1,175,816	1,019,604	444,235	(1,463,839)	1,175,816
Noncontrolling interest in subsidiary	—	—	—	—	—
Equity	1,175,816	1,019,604	444,235	(1,463,839)	1,175,816
Total liabilities and equity	$ 1,579,445	$ 1,818,687	$ 500,937	$ (2,103,225)	$ 1,795,844

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Condensed consolidating balance sheets

	December 31, 2016				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Assets					
Current assets					
Cash and cash equivalents	$ 65	$ 143,275	$ 91,082	$ —	$ 234,422
Accounts receivable—trade, net	—	77,229	28,039	—	105,268
Inventories	—	269,036	77,987	(8,440)	338,583
Income tax receivable	—	32,801	—	—	32,801
Cost and profits in excess of billings	—	4,477	4,722	—	9,199
Other current assets	—	21,013	8,430	—	29,443
Total current assets	65	547,831	210,260	(8,440)	749,716
Property and equipment, net of accumulated depreciation	—	127,094	25,118	—	152,212
Deferred financing costs, net	1,112	—	—	—	1,112
Deferred income taxes, net	—	—	851	—	851
Intangibles	—	166,437	49,981	—	216,418
Goodwill	—	481,374	171,369	—	652,743
Investment in unconsolidated subsidiary	—	59,140	—	—	59,140
Investment in affiliates	1,080,337	460,166	—	(1,540,503)	—
Long-term advances to affiliates	557,061	—	71,057	(628,118)	—
Other long-term assets	—	2,322	678	—	3,000
Total assets	$ 1,638,575	$ 1,844,364	$ 529,314	$ (2,177,061)	$ 1,835,192
Liabilities and equity					
Current liabilities					
Current portion of long-term debt	$ —	$ 23	$ 101	$ —	$ 124
Accounts payable—trade	—	59,261	14,514	—	73,775
Accrued liabilities	6,708	40,630	8,266	—	55,604
Deferred revenue	—	1,206	7,132	—	8,338
Billings in excess of costs and profits recognized	—	1,799	2,205	—	4,004
Total current liabilities	6,708	102,919	32,218	—	141,845
Long-term debt, net of current portion	396,665	—	82	—	396,747
Long-term payables to affiliates	—	628,118	—	(628,118)	—
Deferred income taxes, net	—	17,650	8,535	—	26,185
Other long-term liabilities	—	15,340	19,314	—	34,654
Total liabilities	403,373	764,027	60,149	(628,118)	599,431
Total stockholder's equity	1,235,202	1,080,337	468,606	(1,548,943)	1,235,202
Noncontrolling interest in subsidiary	—	—	559	—	559
Equity	1,235,202	1,080,337	469,165	(1,548,943)	1,235,761
Total liabilities and equity	$ 1,638,575	$ 1,844,364	$ 529,314	$ (2,177,061)	$ 1,835,192

Forum Energy Technologies, Inc. and subsidiaries
Notes to condensed consolidated financial statements (continued)
(Unaudited)

Condensed consolidating statements of cash flows

	Six months ended June 30, 2017				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Cash flows from (used in) operating activities	$ (9,897)	$ 14,603	$ 53	$ —	$ 4,759
Cash flows from investing activities					
Acquisition of businesses, net of cash acquired	—	(8,738)	—	—	(8,738)
Capital expenditures for property and equipment	—	(11,147)	(1,873)	—	(13,020)
Investment in unconsolidated subsidiary	—	(1,041)	— —	—	(1,041)
Long-term loans and advances to affiliates	12,638	12,901	—	(25,539)	—
Other	—	1,699	—	—	1,699
Net cash provided by (used in) investing activities	$ 12,638	$ (6,326)	$ (1,873)	$ (25,539)	$ (21,100)
Cash flows from financing activities					
Repayment of long-term and short-term debt	—	(971)	(40)	—	(1,011)
Long-term loans and advances to affiliates	—	(12,638)	(12,901)	25,539	—
Net treasury shares withheld	(4,564)	—	—	—	(4,564)
Proceeds from stock issuance	2,020	—	—	—	2,020
Net cash provided by (used in) financing activities	$ (2,544)	$ (13,609)	$ (12,941)	$ 25,539	$ (3,555)
Effect of exchange rate changes on cash	—	—	5,944	—	5,944
Net increase (decrease) in cash and cash equivalents	197	(5,332)	(8,817)	—	(13,952)
Cash and cash equivalents					
Beginning of period	65	143,275	91,082	—	234,422
End of period	$ 262	$ 137,943	$ 82,265	$ —	$ 220,470

Forum Energy Technologies, Inc. and subsidiaries
Notes to condensed consolidated financial statements (continued)
(Unaudited)

Condensed consolidating statements of cash flows

	Six Months Ended June 30, 2016				
	FET (Parent)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(in thousands)		
Cash flows from (used in) operating activities	$ (8,981)	$ 34,792	$ 39,106	$ (20,000)	$ 44,917
Cash flows from investing activities					
Acquisition of businesses, net of cash acquired	—	(2,700)	—	—	(2,700)
Capital expenditures for property and equipment	—	(7,455)	(2,585)	—	(10,040)
Long-term loans and advances to affiliates	9,483	1,483	—	(10,966)	—
Other	—	3,354	356	—	3,710
Net cash provided by (used in) investing activities	$ 9,483	$ (5,318)	$ (2,229)	$ (10,966)	$ (9,030)
Cash flows from financing activities					
Repayment of long-term debt	—	(238)	—	—	(238)
Long-term loans and advances to affiliates	—	(9,483)	(1,483)	10,966	—
Dividend paid to affiliates	—	—	(20,000)	20,000	—
Other	(502)	—	—	—	(502)
Net cash provided by (used in) financing activities	$ (502)	$ (9,721)	$ (21,483)	$ 30,966	$ (740)
Effect of exchange rate changes on cash	—	—	(7,167)	—	(7,167)
Net increase (decrease) in cash and cash equivalents	—	19,753	8,227	—	27,980
Cash and cash equivalents					
Beginning of period	—	36,884	72,365	—	109,249
End of period	$ —	$ 56,637	$ 80,592	$ —	$ 137,229

Management's Discussion and Analysis
of Financial Condition and Results of Operations

Item 2. Management's discussion and analysis of financial condition and results of operations

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control. All statements, other than statements of historical fact, included in this Quarterly Report on Form 10-Q regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this Quarterly Report on Form 10-Q, the words "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Forward-looking statements may include statements about:

- business strategy;
- cash flows and liquidity;
- the volatility and impact of recent significant declines in oil and natural gas prices;
- the availability of raw materials and specialized equipment;
- our ability to accurately predict customer demand;
- customer order cancellations or deferrals;
- competition in the oil and gas industry;
- governmental regulation and taxation of the oil and natural gas industry;
- environmental liabilities;
- political, social and economic issues affecting the countries in which we do business;
- our ability to deliver our backlog in a timely fashion;
- our ability to implement new technologies and services;
- availability and terms of capital;
- general economic conditions;
- our ability to successfully manage our growth, including risks and uncertainties associated with integrating and retaining key employees of the businesses we acquire;
- benefits of our acquisitions;
- availability of key management personnel;
- availability of skilled and qualified labor;
- operating hazards inherent in our industry;
- the continued influence of our largest shareholder;
- the ability to establish and maintain effective internal control over financial reporting;
- financial strategy, budget, projections and operating results;
- uncertainty regarding our future operating results; and
- plans, objectives, expectations and intentions contained in this report that are not historical.

All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. We disclaim any obligation to update or revise these statements unless required by law, and you should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this Quarterly Report on Form 10-Q are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved. We disclose important factors that *could cause our actual results to differ materially from our expectations in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 28, 2017 and elsewhere in this Quarterly Report on Form 10-Q. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.*

Overview

We are a global oilfield products company, serving the drilling, subsea, completion, production and infrastructure sectors of the oil and natural gas industry. We design, manufacture and distribute products, and engage in aftermarket services, parts supply and related services that complement our product offering. Our product offering includes a mix of highly engineered capital products and frequently replaced items that are used in the exploration, development, production and transportation of oil and natural gas. Our capital products are directed at: drilling rig equipment for new rigs, upgrades and refurbishment projects; subsea construction and development projects; the placement of production equipment on new producing wells; pressure pumping equipment; and downstream capital projects. Our engineered systems are critical components used on drilling rigs, for completions or in the course of subsea operations, while our consumable products are used to maintain efficient and safe operations at well sites in the well construction process, within the supporting infrastructure and at processing centers and refineries. Historically, over 60% of our revenue is derived from consumable products and activity-based equipment, while the balance is derived from capital products and a small amount from rental and other services.

We seek to design, manufacture and supply reliable products that create value for our diverse customer base, which includes, among others, oil and natural gas operators, land and offshore drilling contractors, oilfield service companies, subsea construction and service companies, and pipeline and refinery operators.

We operate three business segments:

- *Drilling & Subsea segment*. This segment designs and manufactures products and provides related services to the drilling, energy subsea construction and services markets, and other markets such as alternative energy, defense and communications. The products and related services consist primarily of: (i) capital equipment and a broad line of expendable drilling products consumed in the drilling process; and (ii) subsea remotely operated vehicles and trenchers, specialty components and tooling, products used in subsea pipeline infrastructure, and a broad suite of complementary subsea technical services and rental items.

- *Completions segment.* This segment designs, manufactures and supplies products and provides related services to the well construction, completion, stimulation and intervention markets. The products and related services consist primarily of: (i) well construction casing and cementing equipment, cable protectors used in completions, composite plugs used for zonal isolation in hydraulic fracturing and wireline flow-control products; and (ii) capital and consumable products sold to the pressure pumping, hydraulic fracturing and flowback services markets, including hydraulic fracturing pumps, pump consumables and flow iron as well as coiled tubing, wireline cable, and pressure control equipment used in the well completion and intervention service markets.

- *Production & Infrastructure segment*. This segment designs, manufactures and supplies products and provides related equipment and services for production and infrastructure markets. The products and related services consist primarily of: (i) engineered process systems, production equipment and related field services, as well as oil and produced water treatment equipment; and (ii) a wide range of industrial valves focused on serving upstream, midstream, and downstream oil and natural gas customers as well as power and other general industries.

Market Conditions

The level of demand for our products and services is directly related to activity levels and the capital and operating budgets of our customers, which in turn are influenced heavily by energy prices and the expectation as to future trends in those prices. Energy prices have historically been cyclical in nature, as exemplified by the significant decrease in oil prices beginning in the middle of 2014, and are affected by a wide range of factors. The low energy price environment caused a steep reduction in activity and spending by our customers beginning in 2014.

The probability of any cyclical change in energy prices and the extent and duration of such a change are difficult to predict. In November 2016 the Organization of Petroleum Exporting Countries and other unaffiliated countries announced that their production levels would be capped or reduced, which led to a modest increase in oil prices in late 2016 and early 2017. These increases in prices and the expectation of an improvement in supply and demand balance led to higher drilling and completions activity and spending by our customers primarily in North America. The volume of rigs drilling for oil and natural gas in North America is a driver for our revenue from this region, and the number of those rigs has increased substantially over the past year. Exploration and production operators have continued to drill and complete wells even though oil prices have fluctuated recently, due to improved well economics derived from concentrating activity in basins with the best economics, and enhanced drilling and completion techniques. This increased activity has caused us to experience improved revenue and orders during the first half of 2017. Activity in high cost areas, however, especially offshore and in some international areas, is lagging the recovery in North American onshore activity. The pace and strength of a recovery in energy markets and in our results remain uncertain.

The table below shows average crude oil and natural gas prices for West Texas Intermediate crude oil ("WTI"), United Kingdom Brent crude oil ("Brent"), and Henry Hub natural gas:

	Three months ended		
	June 30, 2017	March 31, 2017	June 30, 2016
Average global oil, $/bbl			
West Texas Intermediate	$ 48.10	$ 51.62	$ 45.46
United Kingdom Brent	$ 49.55	$ 53.59	$ 45.57
Average North American Natural Gas, $/Mcf			
Henry Hub	$ 3.08	$ 3.02	$ 2.15

Average WTI and Brent oil prices were 7% and 8% lower, respectively, in the second quarter of 2017 than in the first quarter of 2017, and were 6% and 9% higher than in the second quarter of 2016, respectively. Average natural gas prices were 2% higher in the second quarter of 2017 compared to the first quarter of 2017, and 43% higher than in the second quarter of 2016.

The table below shows the average number of active drilling rigs, based on the weekly Baker Hughes Incorporated rig count, operating by geographic area and drilling for different purposes.

	Three months ended		
	June 30, 2017	March 31, 2017	June 30, 2016
Active Rigs by Location			
United States	895	742	422
Canada	117	295	48
International	958	939	943
Global Active Rigs	**1,970**	**1,976**	**1,413**
Land vs. Offshore Rigs			
Land	1,748	1,754	1,164
Offshore	222	222	249
Global Active Rigs	**1,970**	**1,976**	**1,413**
U.S. Commodity Target			
Oil/Gas	717	593	334
Gas	177	148	87
Unclassified	1	1	1
Total U.S. Active Rigs	**895**	**742**	**422**
U.S. Well Path			
Horizontal	751	610	326
Vertical	77	69	51
Directional	67	63	45
Total U.S. Active Rigs	**895**	**742**	**422**

The U.S. rig count reached a trough of 404 rigs in the second quarter of 2016. Since then the number of working rigs has increased to 940 rigs at the end of June 2017. The average U.S. rig count increased 21% from the first quarter of 2017. A substantial portion of our revenue is impacted by the level of rig activity and the number of wells completed. While the U.S. land rig count has continued to recover, it remains low compared to historical norms.

The table below shows the amount of total inbound orders by segment:

(in millions of dollars)	Three months ended June 30,		Six months ended June 30, 2017	
	2017	2016	2017	2016
Orders:				
Drilling & Subsea	$ 53.5	$ 48.3	$ 120.8	$ 104.5
Completions	67.2	28.2	118.4	58.9
Production & Infrastructure	93.4	51.8	168.8	105.9
Total Orders	$ 214.1	$ 128.3	$ 408.0	$ 269.3

Results of operations

Three months ended June 30, 2017 compared with three months ended June 30, 2016

	Three months ended June 30,		Favorable / (Unfavorable)	
	2017	2016	$	%
(in thousands of dollars, except per share information)				
Revenue:				
Drilling & Subsea	$ 64,031	$ 55,120	$ 8,911	16.2 %
Completions	54,511	26,268	28,243	107.5 %
Production & Infrastructure	83,117	61,823	21,294	34.4 %
Eliminations	(544)	(488)	(56)	*
Total revenue	$ 201,115	$ 142,723	$ 58,392	40.9 %
Operating income (loss):				
Drilling & Subsea	$ (6,367)	$ (20,948)	$ 14,581	69.6 %
Operating income margin %	*(9.9)%*	*(38.0)%*		
Completions	679	(27,609)	28,288	102.5 %
Operating income margin %	*1.2 %*	*(105.1)%*		
Production & Infrastructure	3,435	2,578	857	33.2 %
Operating income margin %	*4.1 %*	*4.2 %*		
Corporate	(7,819)	(6,787)	(1,032)	(15.2)%
Total segment operating loss	$ (10,072)	$ (52,766)	$ 42,694	80.9 %
Operating income margin %	*(5.0)%*	*(37.0)%*		
Transaction expenses	245	64	(181)	*
Goodwill impairment	68,004	—	(68,004)	*
Loss on sale of assets and other	1,635	48	(1,587)	*
Operating loss	(79,956)	(52,878)	(27,078)	(51.2)%
Interest expense, net	6,385	6,785	400	5.9 %
Foreign exchange losses (gains) and other, net	2,602	(10,014)	(12,616)	*
Other (income) expense, net	8,987	(3,229)	(12,216)	*
Loss before income taxes	(88,943)	(49,649)	(39,294)	(79.1)%
Income tax benefit	(11,070)	(21,147)	(10,077)	(47.7)%
Net loss	(77,873)	(28,502)	(49,371)	(173.2)%
Less: Income attributable to non-controlling interest	—	35	(35)	*
Loss attributable to common stockholders	$ (77,873)	$ (28,537)	$ (49,336)	(172.9)%
Weighted average shares outstanding				
Basic	96,170	90,707		
Diluted	96,170	90,707		
Loss per share				
Basic	$ (0.81)	$ (0.31)		
Diluted	$ (0.81)	$ (0.31)		

** not meaningful*

Revenue

Our revenue for the three months ended June 30, 2017 increased $58.4 million, or 40.9%, to $201.1 million compared to the three months ended June 30, 2016. In general, the increase in revenue is due to the higher market activity resulting from higher commodity prices. For the three months ended June 30, 2017, our Drilling & Subsea segment, Completions segment, and Production & Infrastructure segment comprised 31.6%, 27.1%, and 41.3% of our total revenue, respectively, which compared to 38.3%, 18.4%, and 43.3% of total revenue, respectively, for the three months ended June 30, 2016. The changes in revenue by operating segment consisted of the following:

Drilling & Subsea segment — Revenue increased $8.9 million, or 16.2%, to $64.0 million during the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The increase in segment revenue is attributable to increased volumes of our drilling products caused by the significant increase in the average U.S. rig count of 112% compared to the prior year period. In these drilling products, the increase was primarily volume driven as we had particularly strong increases in drilling consumable products sold to drilling contractors both for rig mud pump upgrades and to serve the higher rig count. Partially offsetting this increase was a $7 million decrease in lower volume of sales of our remotely operated subsea vehicles and associated systems and other offshore products, which was largely attributable to reduced investment in global offshore projects.

Completions segment — Revenue increased $28.2 million, or 107.5%, to $54.5 million during the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The increase in drilling and completions budgets of exploration and production companies have led to an increase in market demand for our completions products, and in particular for our well stimulation products with increased activity in North America. Substantially all of the increase in segment revenue was attributable to higher volumes.

Production & Infrastructure segment — Revenue increased $21.3 million, or 34.4%, to $83.1 million during the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The increase in drilling and completions budgets of exploration and production companies have led to increased sales of our surface production equipment and valve products. Approximately $12 million of the increase is attributable to higher sales volumes in our activity-based production equipment. The remaining segment revenue increase was due to higher sales of valves, including revenue from our acquisition of Cooper in the first quarter of 2017.

Segment operating loss and segment operating margin percentage

Segment operating loss for the three months ended June 30, 2017, improved $42.7 million from $(52.8) million for the three months ended June 30, 2016 to $(10.1) million for the three months ended June 30, 2017. For the three months ended June 30, 2017, the segment operating margin percentage of (5.0)% represents an improvement from the (37.0)% operating margin percentage for three months ended June 30, 2016. The segment operating margin percentage is calculated by dividing segment operating loss by revenue for the period. The change in operating margin percentage for each segment is explained as follows:

Drilling & Subsea segment — The operating margin percentage for this segment improved to (9.9)% for the three months ended June 30, 2017, from (38.0)% for the three months ended June 30, 2016. The second quarter of 2016 included $8.8 million of inventory write-downs due to lower activity levels and reduced pricing in that period and severance and facility closure costs. Operating margins also improved in our drilling product line due to higher activity levels, which caused an improvement in manufacturing scale efficiencies, as well as a better mix of higher margin products sales. For the segment, the margin improvement for drilling products were partially offset with lower margins for our subsea products due to lower revenue levels resulting in loss of operating leverage compared to the prior year period.

Completions segment — The operating margin percentage for this segment improved to 1.2% for the three months ended June 30, 2017, from (105.1)% for the three months ended June 30, 2016. The increase in operating margin percentage is due to increased operating leverage on higher revenue and higher volumes. The second quarter of 2016 included $19.5 million of inventory write-downs attributable to lower activity levels and reduced pricing in that period and facility closure costs. Lastly, operating income was positively impacted by better earnings from our investment in Global Tubing, LLC.

Production & Infrastructure segment — The operating margin percentage for this segment has remained consistent at 4.1% for the three months ended June 30, 2017, compared to 4.2% for the three months ended June 30, 2016. Operating margins improved with the increased volume of revenue in activity-based equipment, offset by reduced gross margins in our valves products as the prior year period included more project orders, which had higher margins.

Corporate — Selling, general and administrative expenses for Corporate increased by $1.0 million, or 15.2% to $7.8 million, for the three months ended June 30, 2017 compared to the three months ended June 30, 2016, due to higher personnel costs and higher professional fees. Corporate costs include, among other items, payroll related costs for general management and management of finance and administration, legal, human resources; professional fees for legal, accounting and related services; and marketing costs.

Other items not included in segment operating loss

Several items are not included in segment operating loss, but are included in total operating loss. These items include transaction expenses, gains and losses from the sale of assets, and goodwill impairment. Transaction expenses relate to legal and other advisory costs incurred in acquiring businesses and are not considered to be part of segment operating loss. These costs were $0.2 million for the three months ended June 30, 2017 and $0.1 million for the three months ended June 30, 2016.

In the second quarter of 2017, there was a softening of oil prices and a developing consensus view that production from lower cost oil basins would be sufficient to meet anticipated demand for a longer period, delaying the need for production from higher cost basins. With this indication of further delays in the recovery of the offshore market, the Company performed an impairment test and determined that the carrying value of the goodwill in our Subsea reporting unit was impaired. The Company recorded an impairment charge of $68.0 million for the quarter ended June 30, 2017. No impairment losses were recorded on goodwill or indefinite-lived intangible assets for the three or six months ended June 30, 2016.

Other income and expense

Other income and expense includes interest expense and foreign exchange gains and losses. We incurred $6.4 million of interest expense during the three months ended June 30, 2017, a decrease of $0.4 million from the three months ended June 30, 2016, primarily due to lower commitment fees on the reduced size of undrawn revolving credit line. The foreign exchange gains or losses are primarily the result of movements in the British pound and the Euro relative to the U.S. dollar. These movements in the exchange rates create foreign exchange gains or losses when applied to assets or liabilities denominated in currencies other than the location’s functional currency. The primary drivers impacting our consolidated statements of comprehensive income (loss) were gains on U.S. dollar denominated cash, trade account receivables and net intercompany receivable balances for our entities using a functional currency other than U.S. dollar.

Taxes

Tax benefit includes current income taxes expected to be due based on taxable income to be reported during the periods in the various jurisdictions in which we conduct business and deferred income taxes based on changes in the tax effect of temporary differences between the bases of assets and liabilities for financial reporting and tax purposes at the beginning and end of the respective periods. The effective tax rate, calculated by dividing total tax expense by income before income taxes, was 12.4% for the three months ended June 30, 2017 and 42.6% for the three months ended June 30, 2016. Impacting the tax rate for the three months ended June 30, 2017 was the impairment loss related to non-tax deductible goodwill; and the change in the proportion of losses being generated in the United States, which are benefited at a higher statutory tax rate, as compared to earnings being generated outside the United States in jurisdictions subject to lower tax rates. The effective tax rate can vary from period to period depending on the Company's relative mix of U.S. and non-U.S. earnings.

Six months ended June 30, 2017 compared with Six months ended June 30, 2016

We made one acquisition in the first half of 2017 and 2016, respectively. For additional information about these acquisitions, see Note 4 to the condensed consolidated financial statements in Item 1 of Part I of this quarterly report. Due to these acquisitions, our results of operations for the 2017 period presented may not be comparable to historical results of operations for the 2016 periods.

	Six months ended June 30		Favorable / (Unfavorable)	
	2017	**2016**	**$**	**%**
(in thousands of dollars, except per share information)				
Revenue:				
Drilling & Subsea	$ 125,907	$ 119,555	$ 6,352	5.3 %
Completions	96,901	61,527	35,374	57.5 %
Production & Infrastructure	150,696	122,334	28,362	23.2 %
Eliminations	(1,293)	(1,252)	(41)	*
Total revenue	$ 372,211	$ 302,164	$ 70,047	23.2 %
Operating income (loss):				
Drilling & Subsea	$ (14,708)	$ (30,674)	$ 15,966	52.1 %
Operating income margin %	*(11.7)%*	*(25.7)%*		
Completions	(2,837)	(34,163)	31,326	91.7 %
Operating income margin %	*(2.9)%*	*(55.5)%*		
Production & Infrastructure	2,866	1,206	1,660	137.6 %
Operating income margin %	*1.9 %*	*1.0 %*		
Corporate	(15,626)	(14,014)	(1,612)	11.5 %
Total segment operating loss	$ (30,305)	$ (77,645)	$ 47,340	61.0 %
Operating income margin %	*(8.1)%*	*(25.7)%*		
Transaction expenses	873	230	(643)	*
Goodwill impairment	68,004	—	(68,004)	*
Loss on sale of assets and other	1,389	16	(1,373)	*
Operating loss	(100,571)	(77,891)	(22,680)	(29.1)%
Interest expense, net	12,965	13,918	953	6.8 %
Deferred loan costs written off	—	2,588	2,588	*
Foreign exchange losses (gains) and other, net	4,148	(11,394)	(15,542)	*
Other expense, net	17,113	5,112	(12,001)	*
Loss before income taxes	(117,684)	(83,003)	(34,681)	(41.8)%
Income tax benefit	(24,043)	(31,553)	(7,510)	(23.8)%
Net loss	(93,641)	(51,450)	(42,191)	(82.0)%
Less: Income attributable to non-controlling interest	—	30	(30)	*
Loss attributable to common stockholders	$ (93,641)	$ (51,480)	$ (42,161)	(81.9)%
Weighted average shares outstanding				
Basic	96,016	90,592		
Diluted	96,016	90,592		
Loss per share				
Basic	$ (0.98)	$ (0.57)		
Diluted	$ (0.98)	$ (0.57)		

** not meaningful*

Revenue

Our revenue for the six months ended June 30, 2017 increased $70.0 million, or 23.2%, to $372.2 million compared to the six months ended June 30, 2016. In general, the increase in revenue is due to the higher market activity resulting from higher commodity prices. For the six months ended June 30, 2017, our Drilling & Subsea segment, Completions segment, and Production & Infrastructure segment comprised 33.5%, 26.0%, and 40.5% of our total revenue, respectively, which compared to 39.1%, 20.4%, and 40.5% of total revenue, respectively, for the six months ended June 30, 2016. The changes in revenue by operating segment consisted of the following:

Drilling & Subsea segment — Revenue increased $6.4 million, or 5.3%, to $125.9 million during the six months ended June 30, 2017 compared to the six months ended June 30, 2016. Approximately $24 million of the increase relates to increased sales volumes of our drilling products caused by the significant increase in the average U.S. rig count of 69% compared to the prior year period. In our drilling products, the increase was primarily volume driven as we had particularly strong increases in drilling consumable products sold to drilling contractors both for rig mud pump upgrades and to serve the higher rig count. The increase in the drilling products was partially offset by lower volume of sales and lower demand for our remotely operated subsea vehicles and associated systems and other offshore products, which was largely attributable to reduced investment in global offshore projects.

Completions segment — Revenue increased $35.4 million, or 57.5%, to $96.9 million during the six months ended June 30, 2017 compared to the six months ended June 30, 2016. The increase in drilling and completions budgets of exploration and production companies have led to an increase in market demand for our completions products, and in particular for our well stimulation products with increased activity in North America. Substantially all of the increase in segment revenue was attributable to higher volumes.

Production & Infrastructure segment — Revenue increased $28.4 million, or 23.2%, to $150.7 million during the six months ended June 30, 2017 compared to the six months ended June 30, 2016. The increase in drilling and completions budgets of exploration and production companies have led to increased sales of our surface production equipment and valve products. Approximately $15 million of the increase is attributable to higher sales volumes in our activity-based production equipment. The remaining segment revenue increase was due to higher sales of valves, including revenue from our acquisition of Cooper in the first quarter of 2017.

Segment operating loss and segment operating margin percentage

Segment operating loss for the six months ended June 30, 2017, improved $47.3 million from $(77.6) million for the six months ended June 30, 2016 to $(30.3) million for the six months ended June 30, 2017. For the six months ended June 30, 2017, the segment operating margin percentage of (8.1)% represents an improvement from the (25.7)% operating margin percentage for six months ended June 30, 2016. The segment operating margin percentage is calculated by dividing segment operating loss by revenue for the period. The change in operating margin percentage for each segment is explained as follows:

Drilling & Subsea segment — The operating margin percentage for this segment improved to (11.7)% for the six months ended June 30, 2017, from (25.7)% for the six months ended June 30, 2016. Operating margins improved in our drilling product line due to higher activity levels, which caused an improvement in manufacturing scale efficiencies, as well as a better mix of higher margin products sales. The six months ended 2016 included $9.4 million of inventory write-downs due to lower activity levels and reduced pricing in that period and severance and facility closure costs. For the segment, the margin improvement for drilling products were partially offset with lower margins for our subsea products due to lower revenue levels resulting in a loss of operating leverage compared to the prior year period.

Completions segment — The operating margin percentage for this segment improved to (2.9)% for the six months ended June 30, 2017, from (55.5)% for the six months ended June 30, 2016. The six months ended 2016 included $20.3 million of inventory write-downs attributable to lower activity levels and reduced pricing in that period and facility closure costs. The increase in operating margin percentage is due to increased operating leverage on higher revenue and higher volumes. Lastly, operating income (loss) was positively impacted by better earnings from our investment in Global Tubing, LLC.

Production & Infrastructure segment — The operating margin percentage for this segment improved to 1.9% for the six months ended June 30, 2017, from 1.0% for the six months ended June 30, 2016. The six months ended 2016 included $3.2 million of costs related to facility consolidation and severance. When taking into consideration the facility consolidation costs in the prior year period, operating margin increased slightly, attributable to the higher activity levels leading to increased operating leverage.

Corporate — Selling, general and administrative expenses for Corporate increased by $1.6 million, or 11.5% to $15.6 million, for the six months ended June 30, 2017 compared to the six months ended June 30, 2016, due to higher personnel costs and higher professional fees. Corporate costs include, among other items, payroll related costs for general management and management of finance and administration, legal, human resources; professional fees for legal, accounting and related services; and marketing costs.

Other items not included in segment operating loss

Several items are not included in segment operating loss, but are included in total operating loss. These items include transaction expenses, gains and losses from the sale of assets, and goodwill impairment. Transaction expenses relate to legal and other advisory costs incurred in acquiring businesses and are not considered to be part of segment operating loss. These costs were $0.9 million for the six months ended June 30, 2017 and $0.2 million for the six months ended June 30, 2016.

In the second quarter of 2017, there was a softening of oil prices and a developing consensus view that production from lower cost oil basins would be sufficient to meet anticipated demand for a longer period, delaying the need for production from higher cost basins. With this indication of further delays in the recovery of the offshore market, the Company performed an impairment test and determined that the carrying value of the goodwill in our Subsea reporting unit was impaired. The Company recorded an impairment charge of $68.0 million for the quarter ended June 30, 2017. No impairment losses were recorded on goodwill or indefinite-lived intangible assets for the three or six months ended June 30, 2016.

Other income and expense

Other income and expense includes interest expense and foreign exchange gains and losses. We incurred $13.0 million of interest expense during the six months ended June 30, 2017, a decrease of $1.0 million from six months ended June 30, 2016 primarily due to lower commitment fees on the reduced size of undrawn revolving credit line. The foreign exchange gains or losses are primarily the result of movements in the British pound and the Euro relative to the U.S. dollar. These movements in the exchange rates create foreign exchange gains or losses when applied to assets or liabilities denominated in currencies other than the location’s functional currency. The primary drivers impacting our consolidated statements of comprehensive income (loss) were gains on U.S. dollar denominated cash, trade account receivables and net intercompany receivable balances for our entities using a functional currency other than U.S. dollar. We wrote off $2.6 million of deferred financing costs as a result of the amendment of our Credit Facility in the first half of 2016 reducing the size of the undrawn revolving credit line.

Taxes

Tax benefit includes current income taxes expected to be due based on taxable income to be reported during the periods in the various jurisdictions in which we conduct business and deferred income taxes based on changes in the tax effect of temporary differences between the bases of assets and liabilities for financial reporting and tax purposes at the beginning and end of the respective periods. The effective tax rate, calculated by dividing total tax expense by income before income taxes, was 20.4% for the six months ended June 30, 2017 and 38.0% for the six months ended June 30, 2016. One item impacting the tax rate for the six months ended June 30, 2017 was the impairment loss related to non-tax deductible goodwill. Also impacting the tax rate was the implementation of new accounting guidance related to employee share-based compensation accounting. The new guidance now requires that all excess tax benefits and tax deficiencies be recognized as income tax expense or benefit in the income statement. The Company had a tax related benefit of $2.4 million from share-based compensation awards in the six months ended June 30, 2017, resulting in an increase in the tax benefit rate for the period on the pre-tax loss. Another item impacting the tax rate is the change in the proportion of losses being generated in the United States, which are benefited at a higher statutory tax rate, as compared to earnings being generated outside the United States in jurisdictions subject to lower tax rates; and the impairment loss related to non-tax deductible goodwill. The effective tax rate can vary from period to period depending on the Company's relative mix of U.S. and non-U.S. earnings.

Liquidity and capital resources

Sources and uses of liquidity

At June 30, 2017, we had cash and cash equivalents of $220.5 million and total debt of $399.2 million. We believe that cash on hand and cash generated from operations will be sufficient to fund operations, working capital needs, capital expenditure requirements and financing obligations for the foreseeable future.

We elected to carry back our 2016 U.S. net operating loss to recover taxes paid in earlier periods, and we received a tax refund of approximately $31 million in the second quarter of 2017.

Our total 2017 capital expenditure budget is approximately $30.0 million, which consists of, among other items, investments in maintaining certain manufacturing facilities, replacing end of life machinery and equipment, maintaining our rental fleet of subsea equipment, continuing the implementation of our enterprise resource planning solution globally, and general capital expenditures. The budgeted general capital expenditures include our investment in a new production facility in Saudi Arabia. This budget does not include expenditures for potential business acquisitions.

Although we do not budget for acquisitions, pursuing growth through acquisitions is a significant part of our business strategy. We expanded and diversified our product portfolio with the acquisition of one business in the first quarter of 2017. We made another acquisition for total cash consideration of approximately $40 million, which closed subsequent to June 30, 2017. For additional information, see Note 15, Subsequent event. We continue to actively review acquisition opportunities on an ongoing basis. Our ability to make significant additional acquisitions for cash may require us to obtain additional equity or debt financing, which we may not be able to obtain on terms acceptable to us or at all.

Our cash flows for the six months ended June 30, 2017 and 2016 are presented below (in millions):

	Six Months Ended June 30,	
	2017	2016
Net cash provided by operating activities	$ 4.8	$ 44.9
Net cash used in investing activities	(21.1)	(9.0)
Net cash used in financing activities	(3.6)	(0.7)
Net increase (decrease) in cash and cash equivalents	$ (14.0)	$ 28.0

Cash flows provided by operating activities

Net cash provided by operating activities was $4.8 million and $44.9 million for the six months ended June 30, 2017 and 2016, respectively. Cash provided by operations decreased as a result of sequential increases in investments in working capital in the first half of 2017 compared to reductions in working capital in the same period in 2016. The change in working capital in the first half of 2017 is primarily due to increased accounts receivable due to higher revenue; investment in inventory in anticipation of the recovery; offset by changes in accrued liability and prepaid assets, including $30.9 million tax refund received in second quarter of 2017.

Cash flows used in investing activities

Net cash used in investing activities was $21.1 million and $9.0 million for the six months ended June 30, 2017 and 2016, respectively. The increase was primarily due to $8.7 million in consideration paid for acquisitions in the first half of 2017 compared to $2.7 million consideration paid for an acquisition in the first half of 2016. Capital expenditures for the six months ended June 30, 2017 were $13.0 million as compared to $10.0 million for the comparable prior period. Investment in unconsolidated subsidiary for the six months ended June 30, 2017 was $1.0 million as compared to no investment for the comparable prior period. Proceeds from sales of assets for the six months ended June 30, 2017 was $1.7 million as compared to $3.7 million in the comparable prior period.

Cash flows used in financing activities

Net cash used in financing activities was $3.6 million for the six months ended June 30, 2017, compared to $0.7 million for the six months ended June 30, 2016. The increase primarily resulted from cash paid related to shares withheld for taxes on stock based compensation of $4.6 million in the six months ended June 30, 2017, compared to $1.1 million in the six months ended June 30, 2016.

Senior Notes Due 2021

The Senior Notes bear interest at a rate of 6.250% per annum, payable on April 1 and October 1 of each year, and mature on October 1, 2021. The Senior Notes are senior unsecured obligations guaranteed on a senior unsecured basis by our subsidiaries that guarantee the Credit Facility and rank junior to, among other indebtedness, the Credit Facility to the extent of the value of the collateral securing the Credit Facility.

Credit Facility

On February 25, 2016, we amended our credit facility with Wells Fargo Bank, National Association, as administrative agent, and several financial institutions as lenders to reduce lender commitments to $200.0 million. On December 12, 2016, we further amended the Credit Facility to, among other things, reduce revolving credit line commitments from $200.0 million to $140.0 million, including up to $25.0 million available for letters of credit and up to $10.0 million in swingline loans. Availability is subject to a borrowing base calculated by reference to eligible accounts receivable in the United States, United Kingdom and Canada, eligible inventory in the United States, and cash on hand.

There have been no changes to the Amended Credit Facility financial covenants disclosed in Item 7 of our 2016 Annual Report on Form 10-K. As of June 30, 2017, we were in compliance with all financial covenants. At June 30, 2017 and December 31, 2016, we had no borrowings outstanding under our Credit Facility. At June 30, 2017 we had $11.4 million of outstanding letters of credit. At June 30, 2017, we had the capacity to borrow an additional $109.5 million subject to certain limitations in the Amended Credit Facility. Our borrowing capacity under the Amended Credit Facility could be reduced or eliminated, depending on our future EBITDA.

Off-balance sheet arrangements

As of June 30, 2017, we had no off-balance sheet instruments or financial arrangements, other than operating leases and letters of credit entered into in the ordinary course of business.

Contractual obligations

Except for net repayments under the Amended Credit Facility, as of June 30, 2017, there have been no material changes in our contractual obligations and commitments disclosed in the Annual Report.

Critical accounting policies and estimates

There have been no material changes in our critical accounting policies and procedures during the six months ended June 30, 2017. For a detailed discussion of our critical accounting policies and estimates, refer to our 2016 Annual Report on Form 10-K.

For recent accounting pronouncements, refer to Note 2 Recent accounting pronouncements in Part I, Item 1, *Financial Statements.*

Item 3. Quantitative and qualitative disclosures about market risk

We are currently exposed to market risk from changes in foreign currency and changes in interest rates. From time to time, we may enter into derivative financial instrument transactions to manage or reduce our market risk, but we do not enter into derivative transactions for speculative purposes.

There have been no significant changes to our market risk since December 31, 2016. For a discussion of our exposure to market risk, refer to Part II, Item 7(a), “Quantitative and Qualitative Disclosures About Market Risk,” in our 2016 Annual Report on Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Our management, under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of June 30, 2017. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2017 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Refer to Note 11, Commitments and Contingencies, in Part I, Item 1, *Financial Statements*, for a discussion of our legal proceedings, which is incorporated into this Item 1 of Part II by reference.

Item 1A. Risk Factors

For additional information about our risk factors, see "Risk Factors" in Item 1A of our Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Share repurchases

Our Board of Directors authorized on October 27, 2014, a share repurchase program for the repurchase of outstanding shares of our Common Stock having an aggregate purchase price of up to $150 million. Our credit facility prohibits us from repurchasing shares.

The shares of common stock purchased and placed in treasury during the three months ended June 30, 2017 is provided in the table below. 3,101 shares were purchased during the three months ended June 30, 2017 from employees in connection with the settlement of income tax and related benefit withholding obligations arising from the vesting of restricted stock grants.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plan or programs	Maximum value of shares that may yet be purchased under the plan or program (in thousands)
April 1, 2017 - April 30, 2017	—	$ —	—	$ 49,752
May 1, 2017 - May 31, 2017	3,101	$ 16.00	—	$ 49,752
June 1, 2017 - June 30, 2017	—	$ —	—	$ 49,752
Total	3,101	$ 16.00	—	

Acquisition of Innovative Valve Components

On January 9, 2017, we acquired all of the issued and outstanding partnership interests of Innovative Valve Components. As partial consideration for the acquisition we issued 196,249 shares of our common stock. The issuance of our common stock was exempt from registration under the Securities Act pursuant to Rule 4(a)(2) thereof and the safe harbor provided by Rule 506 of Regulation D promulgated thereunder.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number		DESCRIPTION
10.1*	—	Forum Energy Technologies, Inc. Amended and Restated Employee Stock Purchase Plan
31.1*	—	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	—	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	—	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	—	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	—	XBRL Instance Document.
101.SCH*	—	XBRL Taxonomy Extension Schema Document.
101.CAL*	—	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB*	—	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	—	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF*	—	XBRL Taxonomy Extension Definition Linkbase Document.

*Filed herewith.

**Furnished herewith.

SIGNATURES

As required by Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned authorized individuals.

FORUM ENERGY TECHNOLOGIES, INC.

Date: August 1, 2017

By: /s/ James W. Harris
James W. Harris
Executive Vice President and Chief Financial Officer
(As Duly Authorized Officer and Principal Financial Officer)

By: /s/ Tylar K. Schmitt
Tylar K. Schmitt
Vice President and Chief Accounting Officer
(As Duly Authorized Officer and Principal Accounting Officer)

Exhibit 10.1

FORUM ENERGY TECHNOLOGIES, INC.
EMPLOYEE STOCK PURCHASE PLAN
(Amended and Restated Effective as of July 1, 2017)

FORUM ENERGY TECHNOLOGIES, INC.
EMPLOYEE STOCK PURCHASE PLAN
(Amended and Restated Effective as of July 1, 2017)

SECTION 1

PURPOSE

The purpose of the Forum Energy Technologies, Inc. Employee Stock Purchase Plan is to provide eligible Employees of the Company and its Designated Subsidiaries with an opportunity to acquire a proprietary interest in the Company's long-term performance and success through the purchase of shares of Common Stock at a favorable price with funds accumulated through payroll deductions.

It is intended that this Plan shall constitute an "employee stock purchase plan" within the meaning of Section 423 of the Code.

SECTION 2

DEFINITIONS

As used in the Plan, the following terms, when capitalized, have the following meanings:

(a) *"Board"* means the Company's Board of Directors.

(b) "*Business Day"* means a day that the New York Stock Exchange, or any other exchange on which the Company's Common Stock is traded, is open.

(c) *"Code"* means the Internal Revenue Code of 1986, as amended.

(d) *"Committee"* means the committee described in Section 11.

(e) *"Common Stock"* means the common stock of the Company, $.01 par value per share, or any stock into which that common stock may be converted.

(f) *"Company"* means Forum Energy Technologies, Inc., a Delaware corporation, and any successor corporation.

(g) *"Compensation"* means the income an Employee receives that is included in the Employee's Form W-2 compensation actually paid during the Plan Year, together with the Employee's pre-tax contributions under the Forum Energy Technologies, Inc. 401(k) Plan for the Plan Year; provided, however, that any amount which would otherwise be considered Compensation but which is received by an Employee under the following circumstances will not be considered Compensation: (1) any amount intended as reimbursement for moving expenses; (2) any amount intended as reimbursement for car expenses; (3) any amount paid after termination of employment which is attributable to severance pay and unused sick days and vacation days; (4) any amount received as non-cash fringe benefits or allowances; (5) foreign assignment related allowances such as housing, cost of living, and educational allowances; (6) amounts realized (i) from the exercise of a nonstatutory option (which is an option other than a statutory option as defined in Treasury Regulation Section 1.421-1(b)), or when restricted stock or other property held by an Employee either becomes freely transferable or is no longer subject to a substantial risk of forfeiture, (ii) from the sale, exchange, or other disposition of stock acquired under a statutory stock option, or (iii) as a result of any other grant, purchase, or settlement or disposition of stock-based compensation, whether under the Company's stock incentive plan or otherwise; and (7) amounts deferred under a nonqualified deferred-compensation plan or arrangement.

(h) *"Contributions"* means all amounts contributed by a Participant to the Plan in accordance with Section 5.

(i) *"Corporate Transaction"* means (i) any stock dividend, stock split, combination or exchange of shares, recapitalization or other change in the capital structure of the Company, (ii) any merger, consolidation, spin-off, spin-out, split-off, split-up, reorganization, partial or complete liquidation or other distribution of assets (other than a normal cash dividend), issuance of rights or warrants to purchase securities or (iii) any other corporate transaction or event having an effect similar to any of the foregoing.

(j) *"Custodian"* means Bank of America Merrill Lynch.

(k) *"Designated Subsidiary"* means a Subsidiary that has been designated by the Board or the Committee as eligible to participate in the Plan as to its eligible Employees.

(l) *"Disability"* means any physical or mental condition for which the Participant would be eligible to receive long-term disability benefits under the Company's or a Designated Subsidiary's long-term disability plan. With respect to any Participant residing outside of the United States, the Committee may revise the definition of "Disability" as appropriate to conform to the laws of the applicable non-U.S. jurisdiction.

(m) *"Effective Date"* means July 1, 2017, subject to approval by the stockholders of the Company at the 2017 annual shareholder meeting.

(n) *"Employee"* means any person who performs services for, and who is classified as an employee on the payroll records of the Company or a Designated Subsidiary.

(o) *"Enrollment Date"* means the date prior to each Purchase Period designated by the Committee as the last day for submission of enrollment and contribution elections.

(p) *"Exchange Act"* means the Securities Exchange Act of 1934, as amended.

(q) *"Fair Market Value"* of a share of Common Stock means, as of any specified date: the closing price of the Common Stock, if the Common Stock is listed on a national stock exchange registered under Section 6(a) of the Exchange Act, reported on the stock exchange composite tape on that date (or such other reporting service approved by the Committee); or, if no closing price is reported on that date, on the last preceding date on which such closing price of the Common Stock is so reported. If the Common Stock is traded over the counter at the time a determination of its fair market value is required to be made hereunder, its fair market value shall be deemed to be equal to the average between the reported high and low or closing bid and asked prices of Common Stock on the most recent date on which Common Stock was publicly traded. In the event Common Stock is not publicly traded at the time a determination of its value is required to be made hereunder, the determination of its fair market value shall be made by the Committee in such manner as it deems appropriate.

(r) *"Insider"* means (i) any officer of the Company or a Designated Subsidiary who is subject to the reporting requirements of Section 16 of the Exchange Act and (ii) unless the Committee determines otherwise, any individual that the General Counsel of the Company designates as subject to the Company's insider trading or blackout policies, as they may be in place from time to time.

(s) *"Offering Date"* means the first Business Day of each Purchase Period.

(t) *"Participant"* means a participant in the Plan as described in Section 4.

(u) *"Payroll Deduction Account"* means the bookkeeping account established for a Participant in accordance with Section 5.

(v) *"Plan"* means the Forum Energy Technologies, Inc. Employee Stock Purchase Plan, as set forth herein, and as amended from time to time.

(w) *"Plan Year"* means the 12-month period ending on December 31 of each year.

(x) *"Prior Plan"* means the Forum Energy Technologies, Inc. Employee Stock Purchase Plan as in effect immediately prior to the Effective Date.

(y) *"Purchase Date"* means the last Business Day of each Purchase Period or such other date as required by administrative operational requirements.

(z) *"Purchase Period"* means a period of six months commencing on January 1 and July 1 of each Plan Year. The initial Purchase Period after the Effective Date shall be set by the Committee and may be, in the Committee's discretion, for a period of less than six months.

(aa) *"Purchase Price"* means an amount equal to 85% to 100% of the Fair Market Value of a Share on one of the following dates: (i) the Offering Date, (ii) the Purchase Date or (iii) the Offering

Date or the Purchase Date, whichever is lower, as the Committee in its sole discretion shall determine and communicate to the Participants.

(bb) *"Retirement"* means, with respect to a Participant, the Participant's termination of employment with the Company or a Designated Subsidiary after attaining age 65. Notwithstanding the foregoing, with respect to a Participant residing outside the United States, the Committee may revise the definition of "Retirement" as appropriate to conform to the laws of the applicable non-U.S. jurisdiction.

(cc) *"Share"* means a share of Common Stock, as adjusted in accordance with Section 13.

(dd) *"Subsidiary"* means a domestic or foreign corporation of which not less than 50% of the voting shares are held by the Company or a Subsidiary, whether or not such corporation now exists or is hereafter organized or acquired by the Company or a Subsidiary. The definition of Subsidiary should be interpreted so as to include any entity that would be treated as a "subsidiary corporation" under Code Section 424(f).

SECTION 3

ELIGIBILITY

(a) *Eligible Employees*. Any person who is an Employee as of the Enrollment Date immediately preceding an Offering Date in a given Purchase Period will be eligible to participate in the Plan for that Purchase Period, subject to the requirements of Section 4 and the limitations imposed by Code Section 423(b). Notwithstanding the foregoing, the Committee may, on a prospective basis, (i) exclude from participation in the Plan any or all Employees whose customary employment is 20 hours per week or less or is not for more than five months in a calendar year, and (ii) impose an eligibility service requirement of up to two years of employment. The Committee may also determine that a designated group of highly compensated employees (within the meaning of Code Section 414(q)) are ineligible to participate in the Plan.

(b) *Five Percent Shareholders.* Notwithstanding any other provision of the Plan, no Employee will be eligible to participate in the Plan if the Employee (or any other person whose stock would be attributed to the Employee pursuant to Code Section 424(d)) owns an amount of capital stock of the Company and/or holds outstanding options to purchase stock which equals or exceeds five percent (5%) or more of the total combined voting power or value of all classes of stock of the Company or a Designated Subsidiary.

SECTION 4

PARTICIPATION

An Employee may elect to become a Participant in the Plan on the Offering Date following the date he first meets the eligibility requirements of Section 3, by completing such enrollment documents as are provided by the Committee or its designee, including where applicable a payroll deduction authorization form, and submitting them to the Committee or its designee in accordance with the administrative requirements and any limitations established by the Committee. The enrollment documents will set forth the amount of the Participant's Contributions, which may be established as a percentage of the Participant's Compensation or a specific dollar amount; *provided, however,* in no event shall a Participant's Contributions for a given payroll exceed thirty percent (30%) of the Participant's Compensation (or such other dollar amount or percentage limits as the Committee may establish from time to time before an Offering Date). Contributions to the Plan may be also subject to such other limits designated by the Committee, including any minimum Contribution amount or percentage.

The Plan is a discretionary plan. Participation by any Employee is purely voluntary. Participation in the Plan with respect to any Purchase Period shall not entitle any Participant to participate with respect to any other Purchase Period.

SECTION 5

CONTRIBUTIONS

(a) *Payroll Deductions.* A Participant's Contributions will begin on the first payroll paid following the Offering Date and will end on the last payroll paid on or before the Purchase Date of the Purchase Period, unless the Participant elects to withdraw from or suspend participation in the Plan as provided in Section 9. A Participant's enrollment documents will remain in effect for successive Purchase Periods unless the Participant elects to withdraw from or suspend participation in the Plan as provided in Section 9 or timely submits new enrollment documents to change the rate of payroll deductions for a subsequent Purchase Period in accordance with rules established by the Committee.

(b) *Payroll Deduction Account.* For each payroll for which the Participant has elected to make Contributions to the Plan by means of payroll deduction or otherwise (as approved by the Committee), the Committee will credit the amount of each Participant's Contributions to the Participant's Payroll Deduction Account. A Participant may not make any additional payments to the Participant's Payroll Deduction Account, except as expressly provided in the Plan or as authorized by the Committee.

(c) *No Changes to Payroll Deductions*. A Participant may suspend or discontinue his participation in the Plan as provided in Section 9, but may not make any other change during a Purchase Period and, specifically, a Participant may not alter the amount of his payroll deductions for that Purchase Period.

(d) *Continued Contributions and Participation*. So long as a Participant remains an Employee of the Company or a Designated Subsidiary, Contributions shall continue in effect from Purchase Period to Purchase Period, unless: (i) by the Enrollment Date prior to the first day of the next succeeding Purchase Period the Participant elects a different Contribution in accordance with procedures established by the Committee; or (ii) the Participant withdraws from the Plan in accordance with Section 9 or terminates employment in accordance with Section 10 hereof.

(e) *No Interest*. No interest or other earnings will accrue on a Participant's Contributions to the Plan.

(f) *Non-U.S. Contributions*. In countries where payroll deductions are not permissible or feasible, the Committee may, in its sole discretion, permit an Employee to participate in the Plan by alternative means. Except as otherwise specified by the Committee, Contributions (including payroll deductions) made with respect to Employees paid in currencies other than U.S. dollars will be accumulated in local currency and converted to U.S. dollars as of the Purchase Date.

SECTION 6

STOCK PURCHASES

(a) *Automatic Purchase*. Effective as of the close of business on each Purchase Date, but subject to the limitations of Section 7, each Participant will be deemed, without further action, to have automatically purchased the number of whole Shares that the Participant's Payroll Deduction Account balance can purchase at the Purchase Price on that Purchase Date and such Shares will be considered to be issued and outstanding. Except as otherwise specified by the Committee, any amounts that are not sufficient to purchase a whole Share will be (i) retained in the Participant's Payroll Deduction Account for the subsequent Purchase Period or (ii) returned to each Participant who is not eligible or has elected not to participate in the following Purchase Period.

(b) *Delivery of Shares*. Certificates evidencing shares purchased shall be delivered to the Custodian or to any other bank or financial institution designated by the Committee for this purpose or delivered to the Participant (if the Participant has notified the Custodian or such other designated bank or financial institution, in the appropriate manner, of his election to receive the certificate) as soon as administratively feasible after the Purchase Date. Notwithstanding the foregoing, Participants shall be treated as the record owners of their shares effective as of the Purchase Date. Shares that are held by the Custodian or any other designated bank or financial institution shall be held in a Plan Omnibus account or the Participant's individual brokerage account as determined by the Committee. At any time, a Participant may request issuance by the Custodian or such other designated bank or financial institution of a stock certificate representing all or a portion of the Shares (in a whole number) held in such Participant's account; *provided, however,* that the Committee may require that Shares be retained by the Custodian for a specified period of time and may restrict dispositions during that period, and the Committee may establish other procedures to permit tracking of disqualifying dispositions of the Shares or to restrict transfer of the Shares. A Participant shall not be permitted to pledge, transfer, or sell Shares until they are issued in certificate form or book entry, except as otherwise permitted by the Committee and subject to the Company's policies regarding securities trading.

(c) *Notice Restrictions*. The Committee may require, as a condition of participation in the Plan, that each Participant agree to notify the Company if the Participant sells or otherwise disposes of any Shares within two years of the Offering Date or one year of the Purchase Date for the Purchase Period in which the Shares were purchased.

(d) *Shareholder Rights*. A Participant will have no interest or voting right in a Share until a Share has been purchased on the Participant's behalf under the Plan.

SECTION 7

LIMITATION ON PURCHASES

(a) *Limitations on Aggregate Shares Available During a Purchase Period*. With respect to each Purchase Period, the Committee, at its discretion, may specify the maximum number of shares of Common Stock that may be purchased or such other limitations that it may deem appropriate, subject to the aggregate number of shares authorized under Section 12 of the Plan. If the number of shares of Common Stock for which options are exercised exceeds the number of shares available in any Purchase Period under the Plan, the shares available for exercise shall be allocated by the Committee pro rata among the Participants in the Purchase Period in proportion to the relative amounts credited to their accounts. Any amounts not thereby applied to the purchase of shares of Common Stock under the Plan shall be refunded to the Participants after the end of the Purchase Period, without interest.

(b) *Limitations on Participant Purchases*. Participant purchases are subject to the following limitations:

(1) *Purchase Period Limitation*. Subject to the calendar year limits provided in (2) below, the maximum number of Shares that a Participant will have the right to purchase in any Purchase Period will be determined by dividing (i) $12,500 by (ii) the Fair Market Value of one Share on the Offering Date for such Purchase Period.

(2) *Calendar Year Limitation*. No right to purchase Shares under the Plan will be granted to an Employee if such right, when combined with all other rights and options granted under all of the Code Section 423 employee stock purchase plans of the Company, its Subsidiaries or any parent corporation (within the meaning of Code Section 424(e)), would permit the Employee to purchase Shares with a Fair Market Value (determined at the time the right or option is granted) in excess of $25,000 for each calendar year in which the right or option is outstanding at any time, determined in accordance with Code Section 423(b)(8).

(c) *Refunds*. As of the first Purchase Date on which this Section limits a Participant's ability to purchase Shares, the Participant's payroll deductions will terminate, and the unused balance will (i) remain in the Participant's Payroll Deduction Account or (ii) be returned to any Participant who is not eligible or has elected not to participate in the following Purchase Period.

SECTION 8

WITHDRAWAL OF SHARES AND SALE OF SHARES

(a) *Withdrawal of Shares*. A Participant may elect to withdraw at any time (without withdrawing from participation in the Plan) whole shares held in his account by giving notice to the Custodian (or other person designated by the Committee) in the appropriate manner. Upon receipt of such notice from the Participant, the Custodian, bank or other financial institution designated by the Committee for this purpose will arrange for the issuance and delivery of such shares held in the Participant's account as soon as administratively feasible.

(b) *Sale of Shares*. Notwithstanding anything in the Plan to the contrary, a Participant may sell whole shares (and fractional shares if authorized by the Committee in its sole discretion) which are held in his account by giving notice to the Custodian (or such other person designated by the Committee) in the appropriate manner. Upon receipt of such notice from the Participant, the Custodian, bank or other financial institution designated by the Committee for this purpose will arrange for the sale of such Participant's shares. Any sale will occur as soon as administratively feasible.

SECTION 9

SUSPENSION OF AND WITHDRAWAL FROM PARTICIPATION

(a) A Participant may suspend payroll deductions at any time during the Purchase Period, by giving prior notice to the person designated by the Committee in the form and manner approved by the Committee. If a Participant elects to suspend his payroll deductions, only those Contributions credited to the Participant's Payroll Deduction Account at the time of the election shall be used to purchase shares during that Purchase Period. Any Participant who suspends payroll deductions during any Purchase Period may not resume payroll deductions during such Purchase Period and must re-enroll in the Plan in order to participate in the Plan during a subsequent Purchase Period.

(b) Except for any Participant who is deemed to be an Insider, a Participant may cease participation in a Purchase Period at any time prior to the Purchase Date and withdraw all, but not less than all, of the Contributions credited to the Participant's Payroll Deduction Account by providing at least 15 days' prior written notice in the form and manner prescribed by the Committee. Partial cash withdrawals shall not be permitted. Any Participant who is deemed to be an Insider may not make a cash withdrawal under this Section 9. If a Participant elects to withdraw, the Participant may not make any further Contributions to the Plan for the purchase of Shares during that Purchase Period. A Participant's voluntary withdrawal during a Purchase Period will not have any effect upon the Participant's eligibility to participate in the Plan during a subsequent Purchase Period. Any Participant who withdraws contributions during any Purchase Period may not resume payroll deductions during such Purchase Period and must re-enroll in the Plan in order to participate in the Plan during a subsequent Purchase Period.

SECTION 10

EMPLOYMENT TERMINATION

(a) *Termination Other Than Death, Disability or Retirement*. If a Participant's employment with the Company or a Designated Subsidiary terminates for any reason other than death, Disability or Retirement, the Participant will cease to participate in the Plan and the Company or its designee will refund the balance in the Participant's Payroll Deduction Account.

(b) *Termination Due to Death*. In the event of a Participant's death, at the election of the Participant's legal representative, the Participant's Payroll Deduction Account balance will be (i) distributed to the Participant's estate, or (ii) held until the end of the Purchase Period and applied to purchase Shares in accordance with Section 6. Section 10(b)(ii) shall apply in the event the Participant's estate fails to make a timely election pursuant to rules established by the Committee.

(c) *Termination Due to Disability or Retirement*. If a Participant's employment with the Company or a Designated Subsidiary terminates during a Purchase Period due to Disability or Retirement before the Purchase Date for such Purchase Period, then, at the Participant's election, the Participant's Payroll Deduction Account balance will either be (i) distributed to the Participant, or (ii) held until the end of the Purchase Period and applied to purchase Shares in accordance with Section 6. Section 10(c)(ii) shall apply in the event the Participant fails to make a timely election pursuant to rules established by the Committee.

(d) *Leaves of Absence*. The Committee may establish administrative policies regarding a Participant's rights to continue to participate in the Plan in the event of such Participant's leave of absence.

(e) *Stock Certificate*. In the event of a Participant's termination of employment for any reason, the Participant, or in the event of his death, his legal representative, may receive a stock certificate for the number of full shares held in his account by giving notice to the Custodian or such other designated bank or financial institution, in the appropriate manner, of his election to receive the certificate.

SECTION 11

PLAN ADMINISTRATION AND AMENDMENTS

The Plan will be administered by the Committee, which will be appointed by the Board. The Committee will be the Compensation Committee of the Board unless the Board appoints another committee to administer the Plan; *provided, however,* that such committee shall satisfy the independence requirements under Section 16 of the Securities Exchange Act of 1934, as amended, and as prescribed by any stock exchange on which the Company lists its Common Stock.

Subject to the express provisions of the Plan, the Committee will have the discretionary authority to interpret the Plan; to take any actions necessary to implement the Plan; to prescribe, amend, and rescind rules and regulations relating to the Plan; and to make all other determinations necessary or advisable in administering the Plan. All such determinations will be final and binding upon all persons. The Committee may request advice or assistance or employ or designate such other persons as are necessary for proper administration of the Plan.

SECTION 12

RESERVED SHARES

Subject to adjustments as provided in Section 13, the maximum number of Shares available for purchase on or after the Effective Date is 900,000 shares. Shares issued under the Plan may be Shares of original issuance, Shares held in treasury, or Shares that have been reacquired by the Company.

SECTION 13

CAPITAL CHANGES

In the event of a Corporate Transaction, other than a Corporate Transaction in which the Company is not the surviving corporation, the number and kind of shares of stock or securities of the Company to be subject to the Plan, the maximum number of shares or securities that may be delivered under the Plan, and the selling price and other relevant provisions of the Plan will be appropriately adjusted by the Committee, whose determination will be binding on all persons. If the Company is a party to a Corporate Transaction in which the Company is not the surviving corporation, the Committee may take such actions with respect to the Plan as the Committee deems appropriate.

SECTION 14

AMENDMENT OR TERMINATION OF THE PLAN

The Board in its sole discretion, may suspend or terminate the Plan, or amend the Plan in any respect; *provided, however,* that the stockholders of the Company must approve any amendment that would increase the number of Shares that may be issued under the Plan pursuant to options intended to qualify under Code Section 423 (other than an increase merely reflecting a change in capitalization of the Company pursuant to Section 13) or a change in the designation of any corporations (other than a Subsidiary) whose employees become Employees under the Plan.

The Plan and all rights of Employees under the Plan will terminate: (a) on the Purchase Date on which Participants become entitled to purchase a number of Shares greater than the number of reserved Shares remaining available for purchase as set forth in Section 12, or (b) at any date at the discretion of the Board. In the event that the Plan terminates under circumstances described in (a) above, reserved Shares remaining as of the termination date will be made available for purchase by Participants on the Purchase Date on a pro rata basis based on the amount credited to each Participant's Payroll Deduction Account. Upon termination of the Plan, each Participant will receive the balance in the Participant's Payroll Deduction Account.

SECTION 15

REGULATORY AND TAX COMPLIANCE

The Plan, the grant and exercise of the rights to purchase Shares under the Plan, and the Company's obligation to sell and deliver Shares upon the exercise of rights to purchase Shares, will be subject to all applicable federal, state and foreign laws, rules and regulations, and to such approvals by any regulatory or government agency as may, in the opinion of counsel for the Company, be required or desirable. The Plan is intended to comply with Rule 16b-3 under the U.S. Securities Exchange Act of 1934, as amended. Any provision inconsistent with such Rule shall be inoperative and shall not affect the validity of the Plan. The Committee may withhold from any payment due under the Plan or take any other action it deems appropriate to satisfy any federal, state or local tax withholding requirements.

SECTION 16

NON-U.S. JURISDICTIONS

The Committee may, in its sole discretion, adopt such rules or procedures to accommodate the requirements of local laws of non-U.S. jurisdictions, including rules or procedures relating to the handling of payroll deductions, conversion of local currency, payroll taxes and withholding procedures, as the Committee in its sole discretion deems appropriate. The Committee may also adopt rules and procedures different from those set forth in the Plan applicable to Participants who are employed by specific Designated Subsidiaries or at certain non-U.S. locations that are not intended to be within the scope of Code Section 423, subject to the provisions of Section 12, and may where appropriate establish one or more sub-plans for this purpose.

SECTION 17

MISCELLANEOUS

(a) *Nontransferability*. Except by the laws of descent and distribution, no benefit provided hereunder, including an option to purchase shares of Common Stock, shall be subject to alienation, assignment, or transfer by a Participant (or by any person entitled to such benefit pursuant to the terms of this Plan), nor shall it be subject to attachment or other legal process of whatever nature, and any attempted alienation, assignment, attachment, or transfer shall be void and of no effect whatsoever and, upon any such attempt, the benefit shall terminate and be of no force or effect. During a Participant's lifetime, options granted to the Participant shall be exercisable only by the Participant. Shares of Common Stock shall be delivered only to the Participant or, in the event of his death, his properly designated beneficiary entitled to receive the same or, in the absence of such designation, to the executor, administrator or other legal representative of the Participant's estate.

(b) *Tax Withholding*. The Company or any Designated Subsidiary shall have the right to withhold from all payments hereunder any federal, state, local, or non-U.S. income, social insurance, or other taxes that it deems are required by law to be withheld with respect to such payments. If such withholding is insufficient to satisfy such Federal, state, local or non-U.S. taxes, the Participant shall be required to pay to the Company or Designated Subsidiary, as the case may be, such amount required to be withheld or make such other arrangements satisfactory to the Company or such Designated Subsidiary, as the Committee shall determine.

(c) *No Employment Right*. Nothing contained in the Plan nor any action taken hereunder shall be construed as giving any right to any individual to be retained as an officer or Employee of the Company or any other employer or subsidiary or affiliate of the Company.

(d) *No Rights as Shareholder*. A Participant shall not be considered a shareholder with respect to shares of Common Stock to be purchased until the Purchase Date. Thus, a Participant shall not have a right to any dividend or distribution on Shares subject to purchase during a Purchase Period.

(e) *Relationship to Other Benefits*. It is not intended that any rights or benefits provided under the Plan be considered part of normal or expected compensation for purposes of calculating any severance, redundancy, termination indemnity, end of service awards, pension, retirement, profit sharing, or group insurance plan or similar benefits or payments. No payment under the Plan shall be taken into account in determining any benefits under any severance, redundancy, termination indemnity, end of service awards, pension, retirement, profit sharing, or group insurance plan of the Company or any Designated Subsidiary or subsidiary or affiliate of the Company.

(f) *Expenses*. The expenses of implementing and administering the Plan shall be borne by the Company. Any brokerage fees for the subsequent transfer or sale of Shares acquired under the Plan shall be paid by the Participant (or his beneficiary or estate, if applicable).

(g) *Titles and Headings*. The titles and headings of the Sections and subsections in the Plan are for convenience of reference only, and in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control.

(h) *Application of Funds*. All funds received by the Company under the Plan shall constitute general funds of the Company.

(i) *Nonexclusivity of Plan*. Neither the adoption of the Plan by the Board nor the submission of the Plan to the stockholders of the Company for approval shall be construed as creating any limitations on the power of the Board to adopt such other incentive arrangements as it may deem desirable, including, without limitation, the granting of stock options otherwise than under the Plan, and such arrangements may be either applicable generally or only in specific cases.

(j) *Duration of Plan*. Notwithstanding any provision in the Plan, no options shall be granted hereunder prior to stockholder approval. The Plan shall remain in effect until all options granted under the Plan have been exercised or expired, vested or forfeited, and/or satisfied or expired.

(k) *Governing Law*. The Plan will be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to that State's choice of law rules, except to the extent preempted by the laws of the United States or a foreign jurisdiction.

Exhibit 31.1

Forum Energy Technologies, Inc.
Certification

I, Prady Iyyanki, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Forum Energy Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 1, 2017

By: /s/ Prady Iyyanki
Prady Iyyanki
President and Chief Executive Officer

Exhibit 31.2

Forum Energy Technologies, Inc.
Certification

I, James W. Harris, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Forum Energy Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2017

By: /s/ James W. Harris
James W. Harris
Chief Financial Officer

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350
(Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report on Form 10-Q of Forum Energy Technologies, Inc. (the “Company”) for the quarter ended June 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Prady Iyyanki, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 1, 2017

By: /s/ Prady Iyyanki
Prady Iyyanki
President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification shall not be deemed filed by the Company for purposes of § 18 of the Exchange Act.

Exhibit 32.2

Certification Pursuant to 18 U.S.C. Section 1350
(Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report on Form 10-Q of Forum Energy Technologies, Inc. (the “Company”) for the quarter ended June 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), James W. Harris, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 1, 2017

By: /s/ James W. Harris
James W. Harris
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification shall not be deemed filed by the Company for purposes of § 18 of the Exchange Act.