
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FORUM ENERGY TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

61-1488595

(I.R.S. Employer Identification No.)

10344 Sam Houston Park Drive, Suite 300

Houston, Texas 77064

(Address of Principal Executive Offices, Zip Code)

Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan

(Full title of the plan)

John C. Ivascu

Executive Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary

Forum Energy Technologies, Inc.

10344 Sam Houston Park Drive, Suite 300

Houston, Texas 77064

(281) 949-2500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Krista Hanvey

Gina Hancock

Gibson, Dunn & Crutcher LLP

2001 Ross Avenue, Suite 2100

Dallas, Texas 75201

(214) 698-3100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Forum Energy Technologies, Inc. (“Forum” or the “Registrant”) pursuant to General Instruction E to Form S-8, under the Securities Act of 1933, as amended, to register an additional 625,000 shares of common stock, par value \$0.01 per share (“Common Stock”), issuable under the Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan (as amended, the “Plan”). At the recommendation of Forum’s Board of Directors, the Registrant’s stockholders approved the Fourth Amendment to the Plan on May 8, 2026, which increased the number of shares available for issuance under the Plan by 625,000 shares of Common Stock. This Registration Statement on Form S-8 relates to (i) the additional 625,000 shares of Common Stock authorized to be issued under the Plan and (ii) 210,000 shares of Common Stock that may become available for issuance under the Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

The information contained in the Registrant’s registration statements on Form S-8 filed with the Securities and Exchange Commission on August 16, 2016, May 16, 2019, June 18, 2020, May 13, 2022, May 30, 2024, and May 16, 2025 (SEC File Nos. [333-213158](#), [333-231525](#), [333-239257](#), [333-264934](#), [333-279837](#), and [333-287349](#)), together with all exhibits filed therewith or incorporated therein by reference, are hereby incorporated by reference pursuant to General Instruction E to Form S-8, and the shares of Common Stock registered hereunder are in addition to the shares of Common Stock registered on such registration statements.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<u>Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc. dated March 28, 2011 (incorporated herein by reference to Exhibit 3.2 to Amendment No. 5 to the Registration Statement on Form S-1, filed on March 29, 2012).</u>
4.2	<u>Amendment to the Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc., effective November 9, 2020 (incorporated herein by reference to Exhibit 3.1 on the Registrant's Current Report on Form 8-K, filed on November 9, 2020).</u>
4.3	<u>Amendment to the Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc., effective May 12, 2025 (incorporated herein by reference to Exhibit 3.1 on the Registrant's Current Report on Form 8-K, filed on May 13, 2025).</u>
4.4	<u>Third Amended and Restated Bylaws of Forum Energy Technologies, Inc. dated May 12, 2023 (incorporated herein by reference to Exhibit 3.1 on the Registrant's Current Report on Form 8-K, filed on May 17, 2023).</u>
4.5	<u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to Amendment No. 3 to the Registration Statement, filed on December 29, 2011).</u>
5.1*	<u>Opinion of Gibson, Dunn & Crutcher LLP.</u>
23.1*	<u>Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).</u>
23.2*	<u>Consent of Independent Registered Public Accounting Firm.</u>
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
99.1	<u>Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan (as amended through May 8, 2026) (incorporated herein by reference to Exhibit 10.1 on the Registrant's Current Report on Form 8-K, filed on May 12, 2026).</u>
107.1*	<u>Filing Fee Table.</u>

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 31st day of July, 2026.

FORUM ENERGY TECHNOLOGIES, INC.

By:	<u>/s/ Neal A. Lux</u>
Name:	Neal A. Lux
Title:	President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Neal A. Lux, D. Lyle Williams, Jr. and John C. Ivascu, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Neal A. Lux</u> Neal A. Lux	President and Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	July 31, 2026
<u>/s/ D. Lyle Williams, Jr.</u> D. Lyle Williams, Jr.	Executive Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>)	July 31, 2026
<u>/s/ Katherine C. Keller</u> Katherine C. Keller	Senior Vice President and Chief Accounting Officer (<i>Principal Accounting Officer</i>)	July 31, 2026
<u>/s/ Michael McShane</u> Michael McShane	Chairman of the Board	July 31, 2026
<u>/s/ Evelyn M. Angelle</u> Evelyn M. Angelle	Director	July 31, 2026
<u>/s/ Leslie A. Beyer</u> Leslie A. Beyer	Director	July 31, 2026
<u>/s/ John A. Carrig</u> John A. Carrig	Director	July 31, 2026
<u>/s/ Aron H. Marquez</u> Aron H. Marquez	Director	July 31, 2026
<u>/s/ Louis A. Raspino</u> Louis A. Raspino	Director	July 31, 2026
<u>/s/ Paul E. Rowsey III</u> Paul E. Rowsey III	Director	July 31, 2026
<u>/s/ Mark W. Smith</u> Mark W. Smith	Director	July 31, 2026

FORUM ENERGY TECHNOLOGIES, INC.

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, par value \$0.01 per share	457(a)	835,000	\$ 52.18	\$ 43,570,300.00	0.0001381	\$ 6,017.06
Total Offering Amounts:						\$ 43,570,300.00		\$ 6,017.06
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 6,017.06

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Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover such indeterminate number of additional shares of common stock, par value \$0.01 per share, of the Registrant (the "Common Stock") as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan (as amended, the "Plan"). The "Amount Registered" represents (i) 625,000 shares of Common Stock authorized to be issued under the Plan and (ii) 210,000 shares of Common Stock that may become available for issuance under the Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled. The "Proposed Maximum Offering Price Per Unit" and the "Maximum Aggregate Offering Price" are estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the New York Stock Exchange, on July 29, 2026.

☒ Not Applicable[illegible]

July 31, 2026

Forum Energy Technologies, Inc.
10344 Sam Houston Park Drive, Suite 300
Houston, TX 77064

Re: Forum Energy Technologies, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the “Registration Statement”) of Forum Energy Technologies, Inc., a Delaware corporation (the “Company”), to be filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to 835,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), available for issuance under the Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan (as amended, the “Plan”).

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render these opinions. In our examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to these opinions, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed without independent investigation that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

GIBSON DUNN

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gibson, Dunn & Crutcher, LLP

Gibson, Dunn & Crutcher, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2026 relating to the consolidated financial statements of Forum Energy Technologies, Inc. and the effectiveness of Forum Energy Technologies Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Forum Energy Technologies, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Houston, Texas
July 31, 2026