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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 Number)

**10344 Sam Houston Park Drive, Suite 300  
Houston, Texas 77064**  
(Address, including zip code, of registrant's principal executive offices)

**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 and telephone number, including area code, of agent for service)

**Copy to:**  
Krista Hanvey  
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. (Check one):

Large accelerated filer

Non-accelerated filer

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 532,000 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 (the “Plan”). At the recommendation of Forum’s Board of Directors, the Registrant’s stockholders approved the First Amendment to the Plan on May 10, 2022, which increased the number of shares available for issuance under the Plan by 400,000 shares of Common Stock. This Registration Statement on Form S-8 relates to (i) the additional 400,000 shares of Common Stock authorized to be issued under the Plan and (ii) 132,000 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, and June 18, 2020 (SEC File Nos. [333-213158](#), [333-231525](#), and [333-239257](#)), 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	<a href="#"><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></a>
4.2	<a href="#"><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></a>
4.3	<a href="#"><u>Second Amended and Restated Bylaws of Forum Energy Technologies, Inc. dated April 17, 2012 (incorporated herein by reference to Exhibit 3.1 on the Registrant's Current Report on Form 8-K, filed on April 17, 2012).</u></a>
4.4	<a href="#"><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></a>
5.1*	<a href="#"><u>Opinion of Gibson, Dunn &amp; Crutcher LLP</u></a>
23.1*	<a href="#"><u>Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</u></a>
23.2*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP.</u></a>
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
99.1	<a href="#"><u>Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan (incorporated by reference to Appendix B to the Registrant's Proxy Statement on Schedule 14A filed on April 2, 2020).</u></a>
99.2*	<a href="#"><u>First Amendment to Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan.</u></a>
107.1*	<a href="#"><u>Filing Fee Table.</u></a>

\* 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 13<sup>th</sup> day of May, 2022.

FORUM ENERGY TECHNOLOGIES, INC.

By: /s/ Neal Lux

Neal Lux

President and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below appoints Neal 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.

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/ Neal Lux</u> Neal Lux	President and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 13, 2022
<u>/s/ D. Lyle Williams, Jr.</u> D. Lyle Williams, Jr.	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	May 13, 2022
<u>/s/ John McElroy</u> John McElroy	Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	May 13, 2022
<u>/s/ C. Christopher Gaut</u> C. Christopher Gaut	Executive Chairman of the Board	May 13, 2022
<u>/s/ Evelyn M. Angelle</u> Evelyn M. Angelle	Director	May 13, 2022
<u>/s/ John A. Carrig</u> John A. Carrig	Director	May 13, 2022
<u>/s/ Michael McShane</u> Michael McShane	Director	May 13, 2022
<u>/s/ Louis A. Raspino</u> Louis A. Raspino	Director	May 13, 2022
<u>/s/ Emily Reichert</u> Emily Reichert, Ph.D.	Director	May 13, 2022
<u>/s/ Paul E. Rowsey III</u> Paul E. Rowsey III	Director	May 13, 2022
<u>/s/ John Schmitz</u> John Schmitz	Director	May 13, 2022

May 13, 2021

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 532,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), under the Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan (as amended, the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed 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. We have also assumed 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. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan, as applicable, and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Shares may be issued, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). This opinion is limited to the effect of the current state 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 express no opinion regarding any state securities laws or regulations.

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.  
Very truly yours,

/s/ 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 reports dated March 5, 2022 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, 2021.

/s/ Deloitte & Touche LLP

Houston, Texas  
May 13, 2022

**FIRST AMENDMENT TO  
FORUM ENERGY TECHNOLOGIES, INC.  
SECOND AMENDED AND RESTATED 2016 STOCK AND INCENTIVE PLAN**

**WHEREAS**, Forum Energy Technologies, Inc., a Delaware corporation (the “*Company*”) maintains the Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan (the “*Plan*”); and

**WHEREAS**, pursuant to Paragraph XIV of the Plan, the Board may alter or amend the Plan or any part thereof from time to time, subject to approval of the stockholders of the Company if such amended increases the aggregate maximum number of shares that may be issued under the Plan.

**NOW, THEREFORE**, pursuant to its authority under Paragraph XIV of the Plan, the Board hereby amends the Plan as follows, effective as of the May 10, 2022 (the “*Amended Effective Date*”), subject to approval of the stockholders of the Company:

1. Paragraph V(a) of the Plan is hereby amended and restated in its entirety to read as follows:

“(a) **Shares Subject to the Plan and Award Limits.** Subject to adjustment in the same manner as provided in Paragraph XII with respect to shares of Common Stock subject to Options then outstanding, the aggregate maximum number of shares of Common Stock that may be issued under the Plan, and the aggregate maximum number of shares of Common Stock that may be issued under the Plan through Incentive Stock Options, shall not exceed 755,701 shares. To the extent that an Award is forfeited, cancelled, settled in cash, expires unexercised, lapses or the rights of its holder otherwise terminate, any shares of Common Stock subject to such Award shall again be available for the grant of an Award under the Plan. Notwithstanding the forgoing, shares surrendered in payment of the exercise price or purchase price of an Award, shares withheld for payment of applicable employment taxes and/or withholding obligations associated with an Award, and shares reacquired in the open market or otherwise using the cash proceeds from the exercise of Options shall not again be available for the grant of an Award under the Plan. For the avoidance of doubt, with respect to Options and Stock Appreciation Rights that are settled in shares of Common Stock, the number of Options and Stock Appreciation Rights exercised shall be counted in full against the number of shares available for Awards under the Plan regardless of the number of Common Shares issued upon settlement of Options and Stock Appreciation Rights. Notwithstanding any provision in the Plan to the contrary, the following limitations shall apply to all Awards made hereunder:

- (i) the maximum number of shares of Common Stock that may be subject to Awards denominated in shares of Common Stock granted to any one individual during any calendar year may not exceed 200,000 shares of Common Stock;
- (ii) no Participant may be granted during any calendar year Awards consisting of Options or Stock Appreciation Rights that are exercisable for more than 200,000 shares of Common Stock;

(iii) no Participant may be granted during any calendar year Cash Awards having a value determined on the date of grant in excess of \$20,000,000;

(iv) any payment due with respect to a Performance Award shall be paid no later than 10 years after the date of grant of such Performance Award; and

(v) Awards to Directors shall not be made in any year in which a sufficient number of shares of Common Stock are not available to make such Awards under the Plan, and no Director may be granted during any calendar year Awards under the Plan (valued as determined on the date of grant) and cash compensation granted under the Plan or otherwise having an aggregate value in excess of \$950,000.

Subject to Paragraph XII hereof, any Award other than an Award that is payable solely in cash shall have a minimum restricted period or vesting period of one year from the date of grant (the "**Minimum Restrictions**"). The foregoing notwithstanding, 5% of the total number of shares of Common Stock that may be issued under the Plan shall not be subject to the Minimum Restrictions. Notwithstanding any provision of the Plan to the contrary, each share of Common Stock acquired under this Plan must be held and transferred in compliance with the Forum Energy Technologies, Inc. Stock Ownership Requirements Policy.

A Participant may be granted Awards in combination such that portions of the Award are subject to differing limitations set out in the clauses in this Paragraph V(a), in which event each portion of the combination Award is subject only to a single appropriate limitation in the clauses above. For example, if an Employee Participant is granted a Performance Award that is in part a stock-based Award and in part a Cash Award, then the stock-based awards shall only be subject to the limitation in clauses (i) and (ii) and the Cash Award shall be subject only to the limitation in clause (iii).”

2. The share numbers set forth in this First Amendment reflect the Company’s 1-for-20 reverse stock split that was completed on November 9, 2020, pursuant to which the Plan was adjusted in accordance with Paragraph XII(e) of the Plan.
3. This First Amendment shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to conflicts of laws principles thereof.
4. All capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Plan. Except as expressly amended hereby, the Plan shall remain in full force and effect in accordance with its terms.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the undersigned has executed this First Amendment to the Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan as of the Effective Date.

**FORUM ENERGY TECHNOLOGIES, INC.**

By: /s/ John C. Ivascu

Name: John C. Ivascu  
Title: Executive Vice President, General Counsel, Chief Compliance Officer and  
Corporate Secretary

## Calculation of Filing Fee Tables

**FORM S-8**

(Form Type)

**FORUM ENERGY TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule (2)	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Rule 457(a)	532,000 (1)(3)	\$20.42	\$10,863,440	\$92.70 per \$1,000,000	\$1,007.04
<b>Total Offering Amounts</b>					\$10,863,440		\$1,007.04
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$1,007.04

- (1) 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 (the “Plan”).
- (2) 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 May 9, 2022.
- (3) Represents (i) 400,000 shares of Common Stock authorized to be issued under the Plan and (ii) 132,000 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.