

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2021

FORUM ENERGY TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-35504 (Commission File Number)	61-1488595 (I.R.S. Employer Identification No.)
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10344 Sam Houston Park Drive	Suite 300 Houston TX	77064
<i>(Address of Principal Executive Offices)</i>		<i>(Zip Code)</i>

(Address of principal executive offices and zip code)

281 949-2500

Registrant's telephone number, including area code

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	FET	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. o

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 28, 2021, in accordance with the terms of the Rights Agreement, dated as of April 29, 2020, between Forum Energy Technologies, Inc. (the “**Company**”) and American Stock Transfer & Trust Company, LLC, as rights agent (as amended, the “Rights Agreement”), the rights issued thereunder expired.

On May 11, 2021, the Company filed with the Secretary of State of the State of Delaware a Certificate of Elimination (the “**Certificate of Elimination**”), which, effective upon filing, eliminated from the Company’s Third Amended and Restated Certificate of Incorporation all matters set forth in the Company’s Certificate of Designations of Series A Junior Participating Preferred Stock as filed with the Secretary of State of the State of Delaware on April 30, 2020. The 296,000 shares of preferred stock previously designated as Series A Junior Participating Preferred Stock were eliminated and returned to the status of authorized but unissued shares of preferred stock, without designation. The Company’s stockholders are not required to take any action as a result of the expiration of the Rights Agreement. No shares of the Series A Junior Participating Preferred Stock were issued and outstanding at the time of filing of the Certificate of Elimination.

The foregoing is a summary of the terms of the Certificate of Elimination. The summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Elimination, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2021 Annual Meeting was held on May 11, 2021. Matters voted on at the 2021 Annual Meeting and the results thereof were as follows:

1. *Election of Directors.* The following individuals were elected as Class III directors to the Company’s Board of Directors for a term of three years, each to serve until the annual meeting of stockholders in 2024 or until their successors are duly elected and qualified:

Nominee	For	Withheld	Broker Non-Votes
Michael McShane	2,475,639	145,431	1,835,699
John Schmitz	2,555,534	65,536	1,835,699

2. *Approval of Executive Compensation.* Stockholders approved, on an advisory basis, the compensation of the Company’s name executive officers:

	Votes Cast
For	2,352,005
Against	258,570
Abstentions	10,494
Broker Non-Votes	1,835,699

3. *Ratification of Auditors.* Stockholders ratified the appointment of Deloitte & Touche, LLP as the Company’s independent registered public accounting firm for 2021:

	Votes Cast
For	4,446,849
Against	8,238
Abstentions	1,682
Broker Non-Votes	—

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Title or Description
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 12, 2021

FORUM ENERGY TECHNOLOGIES, INC.

/s/ John C. Ivascu

John C. Ivascu

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

FORUM ENERGY TECHNOLOGIES, INC.
CERTIFICATE OF ELIMINATION
OF THE
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

Pursuant to Section 151(g) of the General Corporation Law
of the State of Delaware

Forum Energy Technologies, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Company”), does hereby certify as follows:

1. Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware (the “DGCL”), the Company’s Board of Directors (the “Board”) adopted the following resolutions respecting the Company’s Series A Junior Participating Preferred Stock, which resolutions have not been amended or rescinded:

WHEREAS, on April 29, 2020, the Board adopted a resolution designating a series of 296,000 shares of Series A Junior Participating Preferred Stock (the “Series A Junior Participating Preferred Stock”); and

WHEREAS, the Board deems it advisable and in the best interest of the Company and its stockholders to eliminate the Series A Junior Participating Preferred Stock;

NOW, THEREFORE, BE IT RESOLVED, that none of the authorized shares of Series A Junior Participating Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designations of Series A Junior Participating Preferred Stock previously filed with respect to the Series A Junior Participating Preferred Stock (the “Certificate of Designations”);

RESOLVED FURTHER, that the officers of the Company be, and each of them individually hereby is, authorized and empowered, for and on behalf of the Company, to take any and all actions as such officers deem necessary and appropriate to eliminate the Series A Junior Participating Preferred Stock, including to execute and file, or cause to be executed and filed, a Certificate of Elimination of the Series A Junior Participating Preferred Stock (the “Certificate of Elimination”) with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that when the Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Third Amended and Restated Certificate of Incorporation of the Company all matters set forth in the Certificate of Designations with respect to the Series A Junior Participating Preferred Stock, and all of the shares that were designated as Series A Junior Participating Preferred Stock shall be returned to the status of preferred shares of the Company, without designation as to series; and

RESOLVED FURTHER, that the officers of the Company be, and each of them individually hereby is, authorized and empowered, for and on behalf of the Company, to take or cause to be taken all such other actions and to execute, acknowledge, file and deliver all such other instruments as the officers, or any one or more of them, approve as necessary, appropriate or desirable in order to carry out and perform the purposes and intent of the foregoing resolutions, the taking of such actions or execution of such instruments to be conclusive evidence of the necessity or desirability thereof.

2. In accordance with Section 151(g) of the DGCL, all matters set forth in the previously filed Certificate of Designations with respect to the Series A Junior Participating Preferred Stock are hereby eliminated.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its duly authorized officer this 11th day of May, 2021.

FORUM ENERGY TECHNOLOGIES, INC.

By: /s/ C. Christopher Gaut
Name: C. Christopher Gaut
Title: Chairman and CEO