

**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): April 25, 2013

**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.)**

**920 Memorial City Way, Suite 1000
Houston, Texas 77024
(Address of principal executive offices and zip code)**

Registrant's telephone number, including area code: (281) 949-2500

(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))

Item 2.02 Results of Operations and Financial Condition.

On April 25, 2013, Forum Energy Technologies, Inc. (the "**Company**") issued a press release announcing earnings for the quarter ended March 31, 2013. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Current Report shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as an exhibit to this Current Report on Form 8-K:

Exhibit No.	Exhibit Title or Description
99.1	Forum Energy Technologies, Inc. Press Release dated April 25, 2013.

Exhibit 99.1 to this report contains "non-GAAP financial measures" as defined in Item 10 of Regulation S-K of the Exchange Act. The non-GAAP financial measures reflect earnings before interest, taxes, depreciation and amortization expense ("**EBITDA**"). A reconciliation of EBITDA to the most directly comparable financial measures calculated and presented in accordance with Generally Accepted Accounting Principles in the United States ("**GAAP**") is included as an attachment to the press release. The Company believes the presentation of EBITDA is useful to the Company's investors because EBITDA is an appropriate measure of evaluating the Company's operating performance and liquidity that reflects the resources available for strategic opportunities including, among others, investing in the business, strengthening the balance sheet, repurchasing the Company's securities and making strategic acquisitions. In addition, EBITDA is a widely used benchmark in the investment community.

The presentation of this additional information is not meant to be considered in isolation or as a substitute for the Company's financial results prepared in accordance with GAAP.

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: April 25, 2013

FORUM ENERGY TECHNOLOGIES, INC.

/s/ James W. Harris

James W. Harris

Senior Vice President and Chief Financial Officer

Exhibit Index

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99.1	Forum Energy Technologies, Inc. Press Release dated April 25, 2013.



Forum Energy Technologies Announces First Quarter 2013 Diluted EPS of \$0.34

- *Revenue growth of 13% over the fourth quarter 2012*
- *Net income growth of 33% over the fourth quarter 2012*
- *Full year 2013 diluted earnings per share revised guidance of \$1.70 to \$1.80*

HOUSTON, TEXAS, April 25, 2013 - Forum Energy Technologies, Inc. (NYSE: FET) today announced first quarter 2013 revenue of \$373 million compared to \$363 million for the first quarter 2012. Net income for the first quarter 2013 was \$32 million, down from the first quarter 2012 net income of \$42 million. Diluted earnings per share for the first quarter 2013 were \$0.34, compared to first quarter 2012 diluted earnings per share of \$0.57. The first quarter 2012 diluted earnings per share did not include the impact of the 16.6 million shares issued in connection with Forum's initial public offering in April 2012.

First Quarter Results by Segment

Drilling & Subsea

Drilling & Subsea revenue in the first quarter 2013 was \$222 million, an increase of \$9 million, or 4%, from the first quarter 2012 primarily due to the benefit of the four acquisitions completed during the fourth quarter 2012. The Subsea Technologies product line had increased revenue of 28% over the first quarter 2012 on contribution from the Dynacon and Syntech acquisitions, and in the first quarter 2013, received a record level of new orders for remotely operated vehicles (ROVs) and related equipment and products. The Drilling Technologies product line had decreased revenue of 11% compared to the first quarter 2012, in line with the decrease in the North America land rig count.

Production & Infrastructure

Production & Infrastructure revenue in the first quarter 2013 was \$151 million, which was flat compared to the first quarter 2012 due to the decline in the Flow Equipment product line revenue from the very high levels in the 2012 period. Both the Production Equipment and Valve Solutions product lines had increased revenue of approximately 20% over the first quarter 2012 on strong demand for production and processing systems and continued good market activity in the midstream transmission and petrochemical industries. Forum's Production Equipment product line generated record revenue in the first quarter 2013.

Review and Outlook

Cris Gaut, Chairman and Chief Executive Officer of Forum, remarked, "Forum had a good first quarter and start to the year. We improved sequential revenue, operating income, and margin in both business segments on improved customer spending for our capital equipment and consumable products, and the full quarter benefit of the four acquisitions completed during the fourth quarter 2012. We are progressing well with the

integration of the four acquisitions.

"We are especially pleased with the performance of our Subsea, Valves and Production Equipment product lines. However, the Drilling Technologies product line continues to face demand softness due to the depressed North America land drilling market. Although we are seeing an increase in international drilling capital equipment orders, these orders are typically associated with extended delivery times. We are also seeing pricing pressure for certain products within Drilling Technologies and Flow Equipment.

"Forum expects diluted earnings per share for the second quarter 2013 of \$0.35 to \$0.40, and the full year 2013 of \$1.70 to \$1.80."

Recent Events

- A contract with Helix Energy to supply a Perry™ XT1500 Trenching system and two XLX 200HP ROV systems.
- The sale of three Perry™ XLX 150HP ROVs and one Sub-Atlantic™ Comanche ROV to Integrated Subsea Services Ltd.
- Our Production Equipment product line was awarded several projects for the EDGE™ II desalting technology processing equipment and additional awards for multi-well modular surface production equipment.

Conference Call Information

Forum's conference call is scheduled for April 26, 2013 at 9:00 AM CDT. During the call, the company intends to discuss first quarter 2013 results. To access the call, please call the conference call operator at 888-713-4217 within North America, or 617-213-4869 outside of North America. The access code is 36243710. The call will also be broadcast through the Investor Relations link on Forum's website at www.f-e-t.com. Participants are encouraged to log in to the webcast or dial in to the conference call approximately ten minutes prior to the start time. A replay of the call will be available for 30 days and may be accessed by dialing 888-286-8010 within North America, or 617-801-6888 outside of North America. The access code is 68890356.

Forum Energy Technologies, Inc., headquartered in Houston, Texas, is a global provider of manufactured technologies and applied products to the energy industry. Forum's over 3,400 employees provide the products and technologies essential to solving the increasingly complex challenges of the subsea, drilling, and production sectors of the oil and gas industry. For more information, please visit www.f-e-t.com.

Forward Looking Statements and Other Legal Disclosure

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the company expects, believes or anticipates will or may occur in the future are forward-looking statements. Without limiting the generality of the foregoing, forward-looking statements contained in this press release specifically include the expectations of plans, strategies, objectives and anticipated financial and operating results of the company, including any statement about the company's future financial position, liquidity and capital resources, operations, performance, acquisitions, returns, capital expenditure budgets, new product development activities, costs and other guidance included in this press release.

These statements are based on certain assumptions made by the company based on management's experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the company, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. Among other things, these include the volatility of oil and natural gas prices, oilfield development activity levels, the availability of raw materials and specialized equipment, the company's ability to deliver backlog in a timely fashion, the availability of skilled and qualified labor, competition in the oil and gas industry, governmental regulation and taxation of the oil and natural gas industry, the company's ability to implement new technologies and services, the availability and terms of capital, and uncertainties regarding environmental regulations or litigation and other legal or regulatory developments affecting the company's business, and other important factors that could cause actual results to differ materially from those projected as described in the company's filings with the Securities and Exchange Commission.

Any forward-looking statement speaks only as of the date on which such statement is made and the company undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

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Forum Energy Technologies, Inc.
Condensed consolidated statements of income
(Unaudited)

<i>(in millions, except per share information)</i>	Three months ended		
	March 31,		December 31,
	2013	2012	2012
Revenue	\$ 373.0	\$ 363.5	\$ 330.1
Total operating expenses	323.8	293.3	292.2
Operating income	49.2	70.2	37.9
Interest expense	3.4	5.8	3.4
Loss (gain) on foreign exchange	(1.5)	—	0.5
Profit before income taxes	47.3	64.4	34.0
Provision for income tax expense	15.4	21.9	10.1
Net income	31.9	42.5	23.9
Less: Net income attributable to noncontrolling interest	—	—	—
Net income attributable to common stockholders	\$ 31.9	\$ 42.5	\$ 23.9

Weighted average shares outstanding ⁽¹⁾

Basic	88.5	68.0	86.1
Diluted	94.4	74.7	93.4

Earnings per share

Basic	\$ 0.36	\$ 0.63	\$ 0.28
Diluted	\$ 0.34	\$ 0.57	\$ 0.26

⁽¹⁾ First quarter 2013 and fourth quarter 2012 diluted earnings per share include the impact of the 16.6 million shares issued in the IPO and concurrent private placement on April 12, 2012.

Forum Energy Technologies, Inc.
Condensed consolidated balance sheets

<i>(in millions of dollars)</i>	March 31, 2013	December 31, 2012
Assets	(unaudited)	
Current assets		
Cash and cash equivalents	\$ 26.9	\$ 41.1
Other current assets	745.4	733.8
Total current assets	772.3	774.9
Property and equipment, net of accumulated depreciation	152.0	153.0
Goodwill and other intangibles, net	935.4	953.2
Other long-term assets	11.8	11.9
Total assets	\$ 1,871.5	\$ 1,893.0
Liabilities and Equity		
Current liabilities		
Current portion of long-term debt and capital lease obligations	\$ 22.6	\$ 20.5
Accounts payable—trade	93.0	99.0
Accrued liabilities	104.6	93.7
Other current liabilities	54.4	67.7
Total current liabilities	274.6	280.9
Long-term debt, net of current portion	366.0	400.2
Other long-term liabilities	52.9	49.7
Total liabilities	693.5	730.8
Commitments and contingencies		
Equity		
Total stockholders' equity	1,177.4	1,161.5
Noncontrolling interest in subsidiary	0.6	0.7
Total equity	1,178.0	1,162.2
Total liabilities and equity	\$ 1,871.5	\$ 1,893.0

Forum Energy Technologies, Inc.
Condensed consolidated cash flow information
(Unaudited)

<i>(in millions of dollars)</i>	Three months ended March 31,	
	2013	2012
Cash flows from operating activities		
Net income	\$ 31.9	\$ 42.5
Depreciation and amortization	13.9	11.8
Other, primarily working capital	(17.3)	(33.4)
Net cash provided by operating activities	\$ 28.5	\$ 20.9
Cash flows from investing activities		
Capital expenditures for property and equipment	\$ (10.1)	\$ (12.3)
Other	(1.3)	(1.4)
Net cash provided by (used in) investing activities	\$ (11.4)	\$ (13.7)
Cash flows from financing activities		
Borrowings of long-term debt, including borrowings due to acquisitions	\$ 9.9	\$ 42.1
Repayment of long-term debt	(42.0)	(52.4)
Other	3.1	1.1
Net cash provided by (used in) financing activities	\$ (29.0)	\$ (9.2)
Effect of exchange rate changes on cash	(2.3)	(2.7)
Net increase (decrease) in cash and cash equivalents	\$ (14.2)	\$ (4.7)

Forum Energy Technologies, Inc.
Supplemental schedule - Segment information
(Unaudited)

<i>(in millions of dollars)</i>	Three months ended		
	March 31, 2013	March 31, 2012	December 31, 2012
Revenue			
Drilling & Subsea	\$ 221.9	\$ 213.1	\$ 187.0
Production & Infrastructure	151.2	150.6	143.4
Eliminations	(0.1)	(0.2)	(0.3)
Total revenue	\$ 373.0	\$ 363.5	\$ 330.1
Operating income			
Drilling & Subsea	\$ 35.2	\$ 46.0	\$ 27.4
<i>Operating income margin %</i>	15.9%	21.6%	14.7%
Production & Infrastructure	21.4	29.7	17.2
<i>Operating income margin %</i>	14.2%	19.7%	12.0%
Corporate	(7.2)	(4.1)	(5.6)
Total Segment operating income	49.4	71.6	39.0
Other items not included in segment operating income ⁽¹⁾	(0.2)	(1.4)	(1.1)
Total operating income	\$ 49.2	\$ 70.2	\$ 37.9
<i>Operating income margin %</i>	13.2%	19.3%	11.5%
EBITDA ⁽²⁾			
Drilling & Subsea	\$ 46.7	\$ 54.6	\$ 36.7
<i>Percentage of D&S revenue %</i>	21.0%	25.6%	19.6%
Production & Infrastructure	24.7	32.8	20.7
<i>Percentage of P&I revenue %</i>	16.3%	21.8%	14.4%
Corporate	(6.8)	(4.0)	(5.4)
Other items ⁽³⁾	—	(1.4)	(0.9)
Total EBITDA	\$ 64.6	\$ 82.0	\$ 51.1
<i>Percentage of total revenue %</i>	17.3%	22.6%	15.5%

⁽¹⁾ Includes contingent consideration, transaction expenses and gain/(loss) on sale of assets.

⁽²⁾ The company believes the presentation of EBITDA is useful to the company's investors because EBITDA is an appropriate measure of evaluating the company's operating performance and liquidity that reflects the resources available for strategic opportunities including, among others, investing in the business, strengthening the balance sheet, repurchasing the company's securities and making strategic acquisitions. In addition, EBITDA is a widely used benchmark in the investment community.

⁽³⁾ Includes contingent consideration and transaction expenses.

Forum Energy Technologies, Inc.
Reconciliation of GAAP to non-GAAP financial information
(Unaudited)

<i>(in millions of dollars)</i>	Three months ended		
	March 31, 2013	March 31, 2012	December 31, 2012
EBITDA reconciliation ⁽¹⁾			
Net income attributable to common stockholders	\$ 31.9	\$ 42.5	\$ 23.9
Interest expense	3.4	5.8	3.4
Depreciation and amortization	13.9	11.8	13.7
Income tax expense	15.4	21.9	10.1
EBITDA	\$ 64.6	\$ 82.0	\$ 51.1

⁽¹⁾ The company believes the presentation of EBITDA is useful to the company's investors because EBITDA is an appropriate measure of evaluating the company's operating performance and liquidity that reflects the resources available for strategic opportunities including, among others, investing in the business, strengthening the balance sheet, repurchasing the company's securities and making strategic acquisitions. In addition, EBITDA is a widely used benchmark in the investment community.