

**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. Amended and Restated 2016 Stock and Incentive Plan

(Full title of the plan)

**John C. Ivascu
Senior Vice President, General Counsel and 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:
James B. Marshall
Laura Katherine Mann
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002-4995
(713) 229-1234**

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 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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value per share	2,900,000	\$5.285	\$15,326,500	\$1,857.58

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover such indeterminate number of additional shares of common stock, par value \$0.01 per share, of Forum Energy Technologies, Inc. ("Common Stock") as may become issuable under the Forum Energy Technologies, Inc. Amended and Restated 2016 Stock and Incentive Plan (the "Plan") as a result of the antidilution provisions thereof.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based on the average of the high and low sales prices for the Common Stock reported on the New York Stock Exchange on May 14, 2019.

REGISTRATION OF ADDITIONAL SECURITIES

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 2,900,000 shares of common stock, par value \$0.01 per share (“Common Stock”), issuable under the Forum Energy Technologies, Inc. Amended and Restated 2016 Stock and Incentive Plan (the “Plan”).

At the recommendation of Forum’s Board of Directors, the Registrant’s stockholders approved an amendment and restatement of the Plan at the annual meeting of stockholders on May 14, 2019, thereby further increasing the number of shares available for issuance under the Plan by 2,900,000 shares of Common Stock.

The contents of the Registration Statement on Form S-8 previously filed on August 16, 2016 (File No. 333-213158) are incorporated herein by reference and made a part hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Document
-------------------	----------

-
- | | |
|------|--|
| 4.1* | 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, filed on March 29, 2012) (File No. 333-180676). |
| 4.2* | 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) (File No. 1-35504). |
| 4.3* | 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) (File No. 333-180676). |
| 4.4* | Forum Energy Technologies, Inc. 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, 2019). |
| 5.1 | Opinion of Baker Botts L.L.P. |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Baker Botts L.L.P. (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on the signature page hereof). |

* Incorporated by reference to the filing indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 15th day of May, 2019.

FORUM ENERGY TECHNOLOGIES, INC.

By: /s/ C. Christopher Gaut

C. Christopher Gaut

President, Chief Executive Officer and Chairman of the Board

POWER OF ATTORNEY

Each person whose signature appears below appoints C. Christopher Gaut, Pablo G. Mercado 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 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 below by the following persons in the capacities indicated on this 15th day of May, 2019.

<u>Name</u>	<u>Title</u>
<u>/s/ C. Christopher Gaut</u> C. Christopher Gaut	President, Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>
<u>/s/ Pablo G. Mercado</u> Pablo G. Mercado	Senior Vice President, Chief Financial Officer and Treasurer <i>(Principal Financial Officer)</i>
<u>/s/ Tylar K. Schmitt</u> Tylar K. Schmitt	Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/ Evelyn M. Angelle</u> Evelyn M. Angelle	Director
<u>/s/ David C. Baldwin</u> David C. Baldwin	Director
<u>/s/ John A. Carrig</u> John A. Carrig	Director
<u>/s/ Michael McShane</u> Michael McShane	Director
<u>/s/ Terence M. O'Toole</u> Terence M. O'Toole	Director
<u>/s/ Louis Raspino, Jr.</u> Louis Raspino, Jr.	Director
<u>/s/ John Schmitz</u> John Schmitz	Director
<u>/s/ Andrew L. Waite</u> Andrew L. Waite	Director

May 15, 2019

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

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by Forum Energy Technologies, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to 2,900,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") issuable pursuant to the Forum Energy Technologies, Inc. 2016 Stock and Incentive Plan (as amended and restated effective as of May 14, 2019, the "Plan"), certain legal matters with respect to the Shares are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the Restated Certificate of Incorporation and Bylaws of the Company, each as amended to date, the Plan, corporate records of the Company, including minute books of the Company, as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. In giving the opinions below, we have assumed that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete. In addition, we have assumed for purposes of this opinion that the consideration received by the Company for the Shares will be not less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and delivered against payment of the purchase price therefor in accordance with the terms and provisions of the Plan, such Shares will be validly issued, fully paid and non-assessable.

The opinion set forth above is limited in all respects to matters of the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Forum Energy Technologies, Inc. of our report dated February 28, 2019, except for the change in composition of reportable segments discussed in Notes 4, 7, and 16 to the consolidated financial statements, as to which the date is May 3, 2019, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Forum Energy Technologies, Inc.'s Current Report on Form 8-K dated May 3, 2019.

/s/PricewaterhouseCoopers LLP

Houston, Texas

May 15, 2019