

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form S-1  
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)

**3533**  
(Primary Standard Industrial  
Classification Code Number)

**61-1488595**  
(I.R.S. Employer  
Identification No.)

**920 Memorial City Way, Suite 800  
Houston, Texas 77024  
(281) 949-2500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**James L. McCulloch**  
**Senior Vice President, General Counsel and Secretary**  
**Forum Energy Technologies, Inc.**  
**920 Memorial City Way, Suite 800**  
**Houston, Texas 77024**  
**(281) 949-2500**

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

*Copies to:*

**W. Matthew Strock**  
**Sarah K. Morgan**  
**Vinson & Elkins L.L.P.**  
**1001 Fannin, Suite 2500**  
**Houston, Texas 77002-6760**  
**(713) 758-2222**

**J. David Kirkland, Jr.**  
**Tull R. Florey**  
**Baker Botts L.L.P.**  
**910 Louisiana**  
**Houston, Texas 77002-4995**  
**(713) 229-1234**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-176603

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	\$72,631,540.00	\$8,323.57

(1) Includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock.

(2) Based upon the public offering price.

(3) The registrant previously registered an aggregate of \$363,157,860.00 of common stock on its Registration Statement on Form S-1 (File No. 333-176603), for which a filing fee of \$42,068.00 was paid.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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**EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Forum Energy Technologies, Inc., a Delaware corporation, is filing this registration statement with respect to the registration of additional shares of common stock, par value \$0.01 per share, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the registration statement on Form S-1 (Registration No. 333-176603), initially filed with the Securities and Exchange Commission on September 1, 2011, as amended by Amendment No. 1 thereto filed on October 21, 2011, Amendment No. 2 thereto filed on December 12, 2011, Amendment No. 3 thereto filed on December 29, 2011, Amendment No. 4 thereto filed on March 14, 2012 and Amendment No. 5 thereto filed on March 29, 2012, which was declared effective on April 11, 2012, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 16. Exhibits and Financial Statement Schedules**

(a) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1*	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered
23.1*	Consent of PricewaterhouseCoopers LLP
23.2*	Consent of Ernst & Young LLP (Allied Production Services, Inc.)
23.3*	Consent of Pannell Kerr Forster of Texas, P.C. (Subsea Services International, Inc.)
23.4*	Consent of Deloitte LLP (Triton Group Holdings LLC)
23.5*	Consent of UHY LLP (Davis-Lynch, Inc.)
23.6*	Consent of Vinson & Elkins L.L.P. (included as part of Exhibit 5.1 hereto)
24.1	Power of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-176603) initially filed with the Commission on September 1, 2011 and incorporated by reference herein)
24.2	Power of Attorney for Louis Raspino, Jr. (included as Exhibit 24.1 to Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-176603) filed with the Commission on March 14, 2012 and incorporated by reference herein)

\* Filed herewith

(b) Financial Statement Schedules

None.



Signature

Title

Date

\*

Director

April 11, 2012

\_\_\_\_\_  
Andrew L. Waite

\* By: /s/ C. CHRISTOPHER GAUT

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C. Christopher Gaut,  
Attorney-in-fact

## INDEX TO EXHIBITS

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\* Filed herewith

# Vinson & Elkins

April 11, 2012

Forum Energy Technologies, Inc.  
920 Memorial City Way, Suite 800  
Houston, Texas 77024

Ladies and Gentlemen:

We have acted as counsel for Forum Energy Technologies, Inc., a Delaware corporation (the "Company"), in connection with the proposed offer and sale (the "Offering") by the Company and the selling stockholders (the "Selling Stockholders"), pursuant to a prospectus forming a part of a Registration Statement on Form S-1, Registration No. 333-176603, originally filed with the Securities and Exchange Commission on September 1, 2011 (such Registration Statement, as amended at the effective date thereof, being referred to herein as the "Initial Registration Statement") and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act") (the "Post-Effective Amendment") and, together with the Initial Registration Statement, the "Registration Statement"), of up to 18,157,893 shares of common stock, par value \$0.01 per share, of the Company (the "Common Shares"). The Post-Effective Amendment relates to the registration of 3,631,577 Common Shares (the "Additional Shares"), 2,426,318 of which are being offered by the Selling Stockholders, 731,576 of which are being offered by the Company and 473,683 of which may be purchased by the underwriters pursuant to an option to purchase additional Common Shares from the Selling Stockholders.

We are rendering this opinion as of the time the Company's Registration Statement becomes effective in accordance with Section 8(a) of the Securities Act of 1933, as amended.

In connection with the opinions expressed herein, we have examined, among other things, (i) the Third Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, (ii) the records of corporate proceedings that have occurred prior to the date hereof with respect to the Offering, (iii) the Registration Statement and (iv) the form of underwriting agreement filed as an exhibit to the Registration Statement. We have also reviewed such questions of law as we have deemed necessary or appropriate. As to matters of fact relevant to the opinion expressed herein, and as to factual matters arising in connection with our examination of corporate documents, records and other documents and writings, we relied upon certificates and other communications of corporate officers of the Company, without further investigation as to the facts set forth therein.

Based upon the foregoing, we are of the opinion that, as of the date hereof, the Additional Shares proposed to be sold by the Company and Selling Stockholders are duly authorized, validly issued, fully paid and nonassessable.

The foregoing opinion is limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws) and the federal laws of the United States of America, and we do not express any opinions as to the laws of any other jurisdiction.

We hereby consent to the statements with respect to us under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 and the rules and regulations thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

**Vinson & Elkins LLP Attorneys at Law**  
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London  
Moscow New York Palo Alto Riyadh Shanghai Tokyo Washington

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement (Form S-1) of Forum Energy Technologies, Inc. pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated March 14, 2012 except for the effects of the 37 for 1 stock split of the Company's issued and outstanding common stock described in Note 2, as to which the date is March 28, 2012, relating to the consolidated financial statements of Forum Energy Technologies, Inc., which appears in the Registration Statement (Form S-1 (No. 333-176603)). We also consent to the reference to us under the heading "Experts" in the Registration Statement (Form S-1 (No. 333-176603)) that is incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Houston, Texas

April 11, 2012

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, of the reference to our firm under the caption "Experts" and to the use of our report dated August 26, 2011, with respect to the consolidated financial statements of Allied Production Services, Inc. and Subsidiaries, included in the Registration Statement (Form S-1 No. 333-176603) and related Prospectus of Forum Energy Technologies, Inc.

/s/ Ernst & Young LLP

Houston, Texas

April 11, 2012

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement (Form S-1) of Forum Technologies, Inc. of our report dated March 30, 2010 (relating to the consolidated financial statements of Subsea Services International, Inc. not presented herein), appearing in the Prospectus, which is part of the Registration Statement on Form S-1 (No. 333-176603) and to the reference to us under the heading "Experts" in such Prospectus relating to such Registration Statement on Form S-1 (No. 333-176603) that is incorporated by reference in this Registration Statement.

/s/ Pannell Kerr Forster of Texas, P.C.

Houston, Texas

April 11, 2012

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Forum Energy Technologies, Inc. of our report dated July 14, 2010, relating to the consolidated statements of income, comprehensive income, members' equity, and cash flows of Triton Group Holdings LLC for the year ended December 31, 2009, not presented separately herein, and incorporated by reference in the Prospectus included in Registration Statement No. 333-176603.

/s/ DELOITTE LLP

Aberdeen, United Kingdom  
April 11, 2012

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Registration Statement on Form S-1 of Forum Energy Technologies, Inc. of our report dated August 26, 2011, related to the financial statements of Davis Lynch, Inc. as of December 31, 2010 and for each of two years in the period ended December 31, 2010, which appear in such Registration Statement on Form S-1 (No. 333-176603). We also consent to the reference to us under the heading "Experts" in such Registration Statement on Form S-1 (No. 333-176603) that is incorporated by reference in this Registration Statement.

/s/ UHY LLP

Houston, Texas

April 11, 2012