SEC Form 4

**FORM 4**

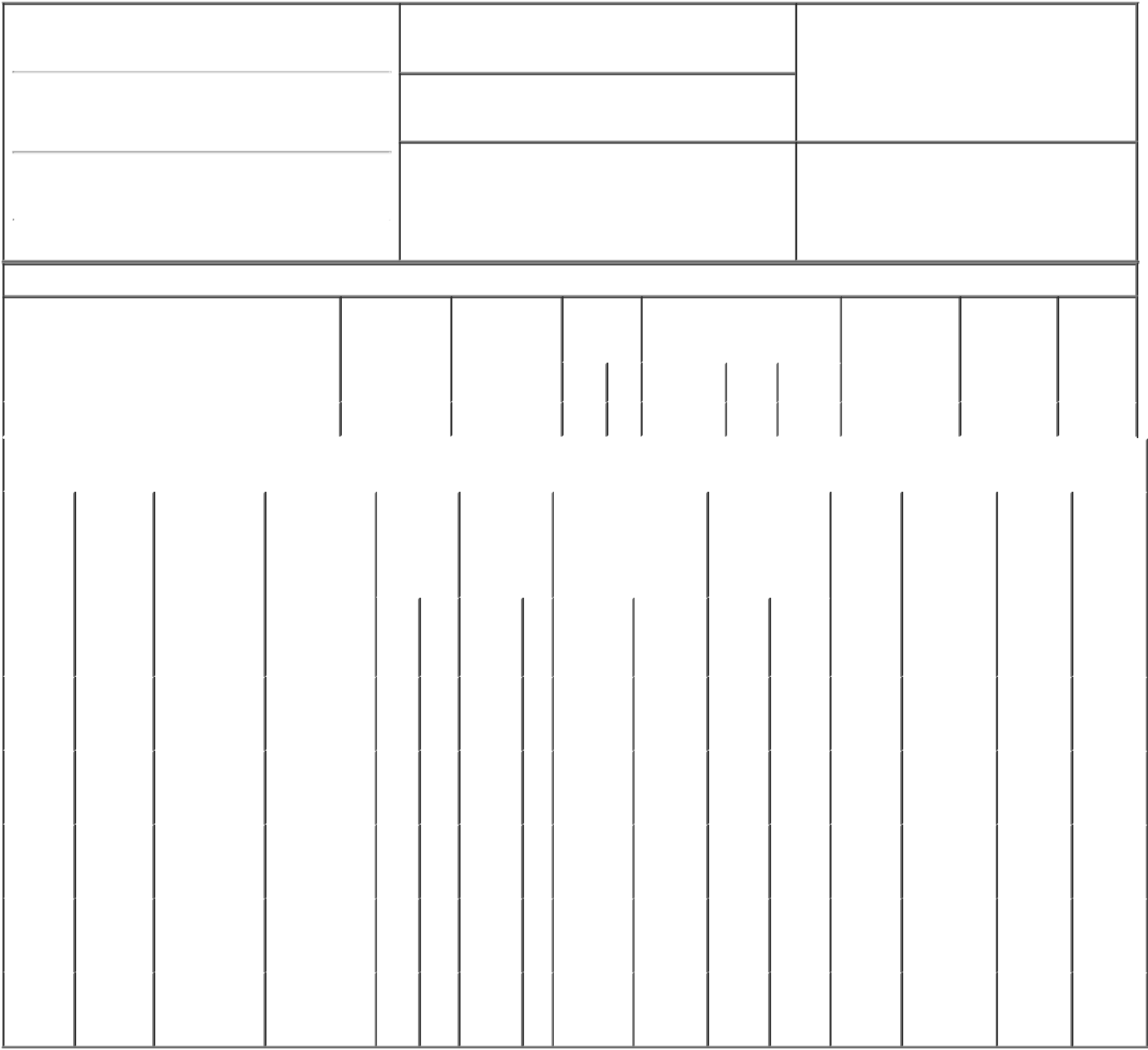
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden | | |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Uccelletti Nello](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001694161)

(Last) (First) (Middle)

ONE ST. PAUL'S CHURCHYARD

2. Issuer Name **and** Ticker or Trading Symbol

[TechnipFMC plc](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001681459) [ FTI ]

3. Date of Earliest Transaction (Month/Day/Year)

01/17/2017

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

President, Onshore/Offshore

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | LONDON | X0 | EC4M 8AP |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable

Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | | | **2. Transaction** | | **2A. Deemed** | |  | **3.** | | **4. Securities Acquired (A) or** | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | |  | **Securities** |  | **Form: Direct** | | **Indirect** | | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** |  |  |  | **Code (Instr.** | **5)** |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | **8)** | |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |
|  | Ordinary Shares | |  | 01/17/2017 | |  |  |  |  | A | 82,742 | A | (1) | 82,742 | | |  | D |  |  |  |  |
|  |  |  |  |  | | | | | |  | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | |  | | |  |  |  | |  | |  |  | | |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | | | **6. Date Exercisable and** | | | **7. Title and** |  | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | |  | **Expiration Date** | | | **Amount of** |  | **Derivative** | | **derivative** |  | **Ownership of Indirect** | | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | |  | **(Month/Day/Year)** | | | **Securities** |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A)** | | |  |  |  | **Underlying** |  | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  | **or Disposed** | | |  |  |  | **Derivative Security** | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  | **of (D) (Instr. 3,** | | |  |  |  | **(Instr. 3 and 4)** | |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  | **4 and 5)** | |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** |  | **(D)** | **Exercisable** | | **Date** | **Title** | **Shares** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | (3)(4) | 01/17/2017 |  | A | 32,096 | (3) |  | (4) | | 06/17/2018 | Ordinary | 32,096 | (2) | | 32,096 | | D |  |  |  |  |
|  | (Right to |  |  | Shares(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Buy)(2) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | (3)(5) | 01/17/2017 |  | A | 21,288 | (3) |  | (5) | | 06/15/2019 | Ordinary | 21,288 | (2) | | 21,288 | | D |  |  |  |  |
|  | (Right to |  |  | Shares(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Buy)(2) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | (3)(6) | 01/17/2017 |  | A | 24,000 | (3) |  | (6) | | 06/14/2021 | Ordinary | 24,000 | (2) | | 24,000 | | D |  |  |  |  |
|  | (Right to |  |  | Shares(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Buy)(2) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | (3)(7) | 01/17/2017 |  | A | 50,000 | (3) |  | (7) | | 09/07/2023 | Ordinary | 50,000 | (2) | | 50,000 | | D |  |  |  |  |
|  | (Right to |  |  | Shares(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Buy)(2) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | (3)(8) | 01/17/2017 |  | A | 50,000 | (3) |  | (8) | | 07/01/2024 | Ordinary | 50,000 | (2) | | 50,000 | | D |  |  |  |  |
|  | (Right to |  |  | Shares(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |

Buy)(2)

**Explanation of Responses:**

1. Pursuant to the Business Combination Agreement, dated as of June 14, 2016 (the "BCA") by and among the Issuer, FMC Technologies, Inc. ("FMCTI") and Technip S.A. ("Technip"), each ordinary share of Technip beneficially owned by the Reporting Person at the effective time of the transactions contemplated by the BCA (the "Effective Time") was exchanged for 2.00 ordinary shares of the Issuer (the "Exchange Ratio").
2. Pursuant to the BCA, each option to purchase or subscribe for Technip ordinary shares (a "Technip Option"), whether vested or unvested, that was outstanding immediately prior to the Effective Time, was converted into an option to purchase ordinary shares of the Issuer (an "Issuer Option"), subject to the terms of the BCA.
3. Pursuant to the BCA, (i) the number of ordinary shares of the Issuer subject to each Issuer Option is equal to the product of (x) the number of ordinary shares of Technip subject to the Technip Option immediately prior to the Effective Time and (y) the Exchange Ratio (rounded down to the nearest whole number) and (ii) each Issuer Option has an exercise price per ordinary share of the Issuer equal to (a) the exercise price per ordinary share of Technip immediately prior to the Effective Time divided by (b) the Exchange Ratio (rounded up to the nearest whole cent), subject to the terms of the BCA.
4. The option is fully vested and immediately exercisable at an exercise price of 36.35EUR per ordinary share.
5. The option is fully vested and immediately exercisable at an exercise price of 37.27EUR per ordinary share.
6. The option will vest on June 14, 2017 and will be exercisable at an exercise price of 42.87EUR per ordinary share.
7. The option will vest on September 7, 2019 and will be exercisable at an exercise price of 23.92EUR per ordinary share.
8. The option will vest on July 1, 2020 and will be exercisable at an exercise price of 24.17EUR per ordinary share.

**Remarks:**

Lisa P. Wang, Attorney-In-Fact 01/18/2017



\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**