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

## **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934** (Amendment No. 3)\*

# $\underset{(Name\ of\ Issuer)}{\textbf{TechnipFMC}}\ plc$

Ordinary Shares, \$1.00 par value per share (Title of Class of Securities)

> G87110105 (CUSIP Number)

**Sophie Paquin Bpifrance Participations S.A.** 27-31, avenue du Général Leclerc 94710 Maisons-Alfort Cedex France +33 1 53 89 87 89

With copies to:

**Pierre-Yves Chabert** Cleary Gottlieb Steen & Hamilton LLP 12, rue de Tilsitt 75008 Paris, France

Telephone: +33 1 40 74 68 00 Facsimile: +33 1 40 74 68 88  (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
November 16, 2021 (Date of Event which Requires Filing of this Statement)
If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. □
<b>Note:</b> Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.
The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons.		
	Bpifrance Participations S.A.		
2.	Check the Appropriate Box if a Member of a Group		
	(a) □ (b) □		
3.	SEC Use Only		
	·		
4.	Source of Funds		
	00		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) $\Box$		
6.	Citizenship or Place of Organization		
	France		
	7.	Sole Voting Power	
Number of		0	
shares	8.	Shared Voting Power	
beneficially owned by		20,656,724	
each reporting	9.	Sole Dispositive Power	
person with:		0	
	10.	Shared Dispositive Power	
		20,656,724	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	20,656,724		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares $\Box$		
13.	Percent of Class Represented by Amount in Row (11)		
	$4.6\%^{1}$		
14.	Type of Reporting Person		
	00		

<sup>&</sup>lt;sup>1</sup> Based on 450,700,480 Ordinary Shares, \$1.00 par value per share (the "Ordinary Shares") of TechnipFMC plc (the "Issuer") outstanding as of October 26, 2021, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on October 27, 2021 (the "Form 10-Q").

1.	Names of Reporting Persons.		
	Caisse des Dépôts et Consignations		
2.	Check the Appropriate Box if a Member of a Group  (a) □ (b) □		
3.	SEC Use Only		
4.	Source of Funds		
	00		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) $\Box$		
6.	Citizenship or Place of Organization		
	France		
	7.	Sole Voting Power	
Number of		1,144,237	
shares beneficially	8.	Shared Voting Power	
owned by each		21,800,961	
reporting	9.	Sole Dispositive Power	
person with:		1,144,237	
	10.	Shared Dispositive Power	
		21,800,961	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	22,119,572		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares $\Box$		
13.	Percent of Class Represented by Amount in Row (11)		
	$4.9\%^2$		
14.	Type of Reporting Person		
	00		

<sup>&</sup>lt;sup>2</sup> Based on 450,700,480 Ordinary Shares outstanding as of October 26, 2021, as reported in the Form 10-Q.

1.	Names of Reporting Persons.		
1,			
	EPIC Bpifrance		
2.	Check the Appropriate Box if a Member of a Group  (a) □ (b) □		
3.	SEC Use Only		
4.	Source of Funds		
	00		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) $\Box$		
6.	Citizenship or Place of Organization		
	France		
	7.	Sole Voting Power	
Number of		0	
shares beneficially	8.	Shared Voting Power	
owned by each		20,656,724	
reporting	9.	Sole Dispositive Power	
person with:		0	
	10.	Shared Dispositive Power	
		20,656,724	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	20,656,724		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares □		
13.	Percent of Class Represented by	Amount in Row (11)	
	$4.6\%^{3}$		
14.	Type of Reporting Person		
	00		

<sup>&</sup>lt;sup>3</sup> Based on 450,700,480 Ordinary Shares outstanding as of October 26, 2021, as reported in the Form 10-Q.

1.	Names of Reporting Persons.		
1.	Names of Reporting Persons.		
	Bpifrance S.A.		
2.	Check the Appropriate Box if a Member of a Group  (a) □ (b) □		
3.	SEC Use Only		
4.	Source of Funds		
	00		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) $\Box$		
6.	Citizenship or Place of Organization		
	France		
	7.	Sole Voting Power	
Number of		0	
shares beneficially	8.	Shared Voting Power	
owned by each		20,656,724	
reporting	9.	Sole Dispositive Power	
person with:		0	
	10.	Shared Dispositive Power	
		20,656,724	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	20,656,724		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares □		
13.	Percent of Class Represented by Amount in Row (11)		
	$4.6\%^4$		
14.	Type of Reporting Person		
	00		

<sup>&</sup>lt;sup>4</sup>Based on 450,700,480 Ordinary Shares outstanding as of October 26, 2021, as reported in the Form 10-Q.

#### **Explanatory Note**

This Amendment No. 3 to Schedule 13D (this "Amendment No. 3") amends and supplements the Schedule 13D previously filed by the Reporting Persons (as defined below) with the Securities and Exchange Commission on May 30, 2017, as amended and supplemented by Amendment No. 1 filed on February 19, 2021, as amended and supplemented by Amendment No. 2 filed on April 1, 2021 (the "Original Schedule 13D" and, as amended and supplemented by Amendment No. 2 and this Amendment No. 3, the "Schedule 13D"). This Schedule 13D relates to the ordinary shares, \$1.00 par value per share ("Ordinary Shares"), of TechnipFMC plc, a public limited company incorporated under the laws of England and Wales (the "Issuer"). All capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Original Schedule 13D.

This Amendment No. 3 represents the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons, as the Reporting Persons beneficially own less than five percent of the Ordinary Shares of the Issuer.

#### Item 2 Identity and Background

This Amendment No. 3 amends and restates Item 2 of the Original Schedule 13D in its entirety as follows:

This Schedule 13D is filed jointly by (i) Bpifrance Participations S.A., a *société anonyme* incorporated under the laws of the Republic of France ("Bpifrance Participations"), (ii) the Caisse des Dépôts et Consignations, a French special public entity (*établissement special*) ("CDC"), (iii) EPIC Bpifrance, a French public institution of industrial and commercial nature ("EPIC"), and (iv) Bpifrance S.A. Bpifrance Participations, CDC, EPIC and Bpifrance S.A. are referred to herein collectively as the "Reporting Persons." The principal address for CDC is 56, rue de Lille, 75007 Paris, France. The principal address for Bpifrance Participations S.A., EPIC and Bpifrance S.A. is 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France.

Bpifrance Participations is a French public investment entity specializing in the business of equity financing via direct investments or fund of funds. Bpifrance Participations is wholly-owned by Bpifrance S.A., a French credit institution. CDC and EPIC each hold 49.2% of the share capital of Bpifrance S.A. and jointly control Bpifrance S.A. CDC is principally engaged in the business of long-term investments. EPIC is principally engaged in the business of banking finance.

As of the date hereof, (i) Bpifrance Participations holds directly 20,656,724 Ordinary Shares and (ii) CDC holds directly 1,144,237 Ordinary Shares. As of the date hereof, neither Bpifrance S.A. nor EPIC holds any Ordinary Shares directly. Bpifrance S.A. may be deemed to be the beneficial owner of 20,656,724 Ordinary Shares, indirectly through its sole ownership of Bpifrance Participations. CDC and EPIC may be deemed to be the beneficial owner of 20,656,724 Ordinary Shares, indirectly through their joint ownership and control of Bpifrance S.A. CDC may be deemed to be the beneficial owner of 318,611 Ordinary Shares, indirectly through its control of CNP Assurances, following the acquisition by CDC of the control of the French public group La Poste on February 4, 2020. CNP Assurances holds directly 318,611 Ordinary Shares.

Attached as Appendices A, B, C and D to Item 2 is information concerning the executive officers and directors of Bpifrance Participations, Bpifrance S.A., CDC and EPIC, respectively, required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D.

None of the Reporting Persons, nor, to the best of their knowledge, any of the persons referred to in Appendices A, B, C and D to this Amendment No. 3 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

#### Item 5. Interest in Securities of the Issuer.

This Amendment No. 3 amends and restates Item 5 of the Original Schedule 13D in its entirety as follows:

As of the date hereof, (i) Bpifrance Participations holds directly 20,656,724 Ordinary Shares, which represents approximately 4.6% of the Issuer's Ordinary Shares and (ii) CDC holds directly 1,144,237 Ordinary Shares, which represents approximately 0.3% of the Issuer's Ordinary Shares. As of the date hereof, neither Bpifrance S.A. nor EPIC holds any Ordinary Shares directly. Bpifrance S.A. may be deemed to be the beneficial owner of 20,656,724 Ordinary Shares, indirectly through its sole ownership of Bpifrance Participations. CDC and EPIC may be deemed to be the beneficial owner of 20,656,724 Ordinary Shares, indirectly through their joint ownership and control of Bpifrance S.A. CDC may be deemed to be the beneficial owner of 318,611 Ordinary Shares, indirectly through its control of CNP Assurances, following the acquisition by CDC of the control of the French public group La Poste on February 4, 2020. CNP Assurances holds directly 318,611 Ordinary Shares, which represents approximately 0.1% of the Issuer's Ordinary Shares. In the aggregate, CDC may be deemed to be the beneficial owner of 22,119,572 Ordinary Shares, directly and indirectly (through its joint ownership and control of Bpifrance S.A. and its control of CNP Assurances).

- (a) See also the information contained on the cover pages of this Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 450,700,480 Ordinary Shares of the Issuer outstanding as of October 26, 2021, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on October 27, 2021.
  - (b) See the information contained on the cover pages of this Schedule 13D, which is incorporated herein by reference.
- (c) Other than the sales of an aggregate of 4,031,967 Ordinary Shares by Bpifrance Participations from October 27, 2021 through November 16, 2021, the details of which are set forth in Appendix E attached hereto, which is incorporated herein by reference, no transactions in Ordinary Shares were effected during the past 60 days by the Reporting Persons.
  - (d) Not applicable.
- (e) As a result of the sales that occurred on November 4, 2021, Bpifrance Participations, EPIC and Bpifrance S.A ceased to be the beneficial owner of more than five percent of the Ordinary Shares. As a result of the sales that occurred on November 16, 2021, CDC ceased to be the beneficial owner of more than five percent of the Ordinary Shares.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 18, 2021

#### **Bpifrance Participations S.A.**

By: /s/ Sophie Paquin\*

Name: Sophie Paquin

Title: Director of Legal Affairs

#### Caisse Des Dépôts et Consignations

By: /s/ Laurence Giraudon \*\*

Name: Laurence Giraudon

Title: Chief Operating Officer Finance and Operations

Department

Asset Management Division

## **Epic Bpifrance**

By: /s/ Sophie Paquin\*\*\*

Name: Sophie Paquin

Title: Director of Legal Affairs

# **Bpifrance S.A.**

By: /s/ Boubakar Dione\*\*\*\*

Name: Boubakar Dione

Title: Group Director of Legal Affairs

<sup>\*</sup> Sophie Paquin is signing on behalf of Bpifrance Participations SA. by power of attorney previously filed with the Securities and Exchange Commission on February 8, 2018 as Exhibit 1 to Schedule 13D, and hereby incorporated herein by reference.

<sup>\*\*</sup> Laurence Giraudon is signing on behalf of Caisse des Dépôts et Consignations by virtue of a decision dated February 8, 2021, previously filed with the Securities and Exchange Commission on May 11, 2021 as Exhibit 1 to Schedule 13D, and hereby incorporated herein by reference.

<sup>\*\*\*</sup>Sophie Paquin is signing on behalf of EPIC Bpifrance by power of attorney previously filed with the Securities and Exchange Commission on February 14, 2017 as Exhibit 3 to Schedule 13G, and hereby incorporated herein by reference.

<sup>\*\*\*\*</sup> Boubakar Dione is signing on behalf of Bpifrance S.A. by power of attorney previously filed with the Securities and Exchange Commission on September 7, 2017 as Exhibit 2 to Schedule 13D, and hereby incorporated herein by reference.

## APPENDIX A

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

## **BPIFRANCE PARTICIPATIONS S.A.**

The name, business address and present principal occupation or employment of each of the directors and executive officers of Bpifrance Participations S.A. are set forth below. The business address of each director and executive officer is Bpifrance Participations S.A., 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

#### **BOARD OF DIRECTORS**

Name	Present Principal Occupation or Employment			
NICOLAS DUFOURCQ	<b>Director, Chairman, Chief Executive Officer of Bpifrance Participations</b> , and Chief Executive Officer of Bpifrance			
CAROLE ABBEY DUVAL	<b>Director</b> , Head of the Steering Department at Caisse des Dépôts			
ANTOINE SAINTOYANT	<b>Director,</b> Director of strategic holdings at Caisse des Dépôts			
FREDERIC SAINT-GEOURS	<b>Director</b> , Director of Société nationale SNCF			
FRENCH STATE, represented by CHARLES SARRAZIN	<b>Director</b> , in charge of shareholding interests in the Service & Finance sectors, Agence des Participations de l'Etat (French State Shareholding Agency)			
CONSTANCE VALIGNY	Director, Assistant Director for macroeconomic policies, Direction Générale du Trésor (French Treasury)			
CHLOE MAYENOBE	Director, deputy CEO Natixis Payment			
VICTOIRE AUBRY	Director, Chief Financial Officer of Icade			
ROMAIN BONENFANT	<b>Director,</b> Chief, Service of Industry, General Directorate for Companies of the Ministry of Economy and Finance			
EXECUTIVE OFFICERS				
Name	Present Principal Occupation or Employment			
NICOLAS DUFOURCQ	Chief Executive Officer			
JOSÉ GONZALO	Executive Director			
PIERRE BENEDETTI	Chief Financial Officer			
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## APPENDIX B

## Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

## CAISSE DES DÉPÔTS

The name, business address and present principal occupation or employment of each of the members of the Management Committee of Caisse des Dépôts are set forth below. The business address of each director and executive officer is Caisse des Dépôts, c/o 56, rue de Lille, 75007 Paris, France. Unless otherwise indicated, each such person is a citizen of France.

## MANAGEMENT COMMITTEE

Name	Present Principal Occupation or Employment		
ERIC LOMBARD	Chief Executive Officer of Caisse des Dépôts		
OLIVIER SICHEL	Deputy Chief Executive Officer of Caisse des Dépôts		
NICOLAS DUFOURCQ	Chief Executive Officer of Bpifrance		
VIRGINIE CHAPRON-DU JEU	Director of Finance for the Caisse des Dépôts Group		
PIERRE CHEVALIER	Head of Legal and Tax Department		
NATHALIE TUBIANA	Risk Director of the Caisse des Dépôts Group		
OLIVIER MAREUSE	Chief Investment officer - Director of Savings Funds at Caisse des Dépôts		
CATHERINE MAYENOBE	Secretary General of Caisse des Dépôts Group		
PAUL PENY	Caisse des Dépôts Group Human Resources Director		
SOPHIE QUATREHOMME	Group Corporate Communications Director		
MICHEL YAHIEL	Pensions and Solidarity Director		
ANTOINE SAINTOYANT	Director of strategic holdings at Caisse des Dépôts		
	10		

## APPENDIX C

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

## **EPIC BPIFRANCE**

The name, business address and present principal occupation or employment of each of the directors and executive officers of EPIC Bpifrance are set forth below. The business address of each director and executive officer is EPIC Bpifrance, 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

#### **DIRECTORS**

Name	Present Principal Occupation or Employment		
CHRISTIAN BODIN	Director, Chairman, Chief Executive Officer of EPIC Bpifrance		
PIERRE-LOUIS AUTIN	<b>Director</b> , Head of department SITTAR at the Higher Education, Research and Innovation Ministry		
PIERRE CHABROL	<b>Director</b> , Deputy Director at the Directorate of Financing, Industry and Market of the Ministry of Economy and Finance		
ALBAN HAUTIER	<b>Director</b> , Deputy Director at the General Directorate for Budget of the Ministry of Economy and Finance		
VINCENT TEJEDOR	<b>Director</b> , Assistant Director in charge of the development of enterprises, General Directorate for Companies of the Ministry of Economy and Finance		
MARIE-ANNE LAVERGNE	<b>Director</b> , Investment Manager at the Agence des Participations de l'Etat (French State Shareholding Agency)		
GERALDINE LEVEAU	Director Deputy Conoral Secretary for Dublic Investment		
GERALDINE LEVEAU	<b>Director</b> , Deputy General Secretary for Public Investment		
	11		

## APPENDIX D

# Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of BPIFRANCE S.A.

The name, business address and present principal occupation or employment of each of the directors and executive officers of Bpifrance S.A. are set forth below. The business address of each director and executive officer is Bpifrance S.A., 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

## DIRECTORS

Name	Present Principal Occupation or Employment			
ERIC LOMBARD	Director, Chairman, Chief Executive Officer of the Caisse des Dépôts			
NICOLAS DUFOURCQ	<b>Director, Chief Executive Officer of Bpifrance</b> and Director, Chairman and Chief Executive Officer of Bpifrance Participations			
MARTIN VIAL	Director, Chairman of the Agence des Participations de l'Etat (French State Shareholding Agency)			
MARIE DELEAGE	Director representing the employees of Bpifrance			
PHILIPPE BAYEUX	Director representing the employees of Bpifrance			
VIRGINIE CHAPRON-DU JEU	Director, Director of Finance for the Caisse des Dépôts Group			
CLAIRE DUMAS	<b>Director</b> , Finance Director at Société Générale			
CATHERINE LAGNEAU	<b>Director</b> , Deputy Director of the General council of economy			
ANTOINE SAINTOYANT	<b>Director</b> , Director of strategic holdings at Caisse des Dépôts			
BERNARD DELPIT	Director, Deputy CEO of Groupe Bruxelles Lambert			
ANNABEL ANDRE	<b>Director</b> , Vice-president of the Regional Council of Auvergne-Rhone-Alpes, delegate for the economy and companies			
HAROLD HUWART	<b>Director</b> , Vice-president of the Regional Council of Centre-Val-de-Loire, in charge of the economy, farming and associations			
CAROLE ABBEY DUVAL	<b>Director</b> , Head of the Steering Department at Caisse des Dépôts			
DIANE SIMIU	<b>Director</b> , deputy of the general commissioner for sustainable development at the Ministry for economic and solidarity transition			
SOPHIE STABILE	Director, Chief Financial Officer of Lagardère			
SEBASTIEN RASPILLER	<b>Director,</b> Head of the Financial Sector Department of the French Treasury			

#### APPENDIX E

As of November 16, 2021, the below chart reflects the transactions in Common Shares effected by Bpifrance Participations and CDC since those reported on Amendment No. 2. All of the Ordinary Shares were sold in open market and off-market transactions executed by a broker on Bpifrance Participations' behalf.

Date	Ordinary Shares Sold	Price per Common Share	Transaction Price Range
October 27, 2021	219,497	6,6826 €*	6.58 € to 6.75 €
October 28, 2021	1,046,704	6,4967 €*	6.45 € to 6.55 €
October 29, 2021	224,720	6,5135 €*	6.45 € to 6.56 €
November 1, 2021	227,575	6,5528 €*	6.40 € to 6.62 €
November 2, 2021	91,640	6,5461 €*	6.50 € to 6.62 €
November 3, 2021	318,920	6,4224 €*	6.40 € to 6.50 €
November 4, 2021	558,956	6,5667 €*	6.40 € to 6.66 €
November 5, 2021	521,565	6,5312 €*	6.45 € to 6.59 €
November 8, 2021	260,166	6,5118 €*	6.50 € to 6.54 €
November 9, 2021	4,600	6,4811 €	6.4811 €
November 10, 2021	65,050	6,4090 €*	6.33 € to 6.47 €
November 16, 2021	492,574	6,2686 €*	6.11 € to 6.44 €

<sup>\*</sup> Reflects the weighted average sale price per Ordinary Share for Ordinary Shares sold in multiple transactions. The Reporting Persons undertake to provide the SEC staff, upon request, all information regarding the number of Ordinary Shares sold at each price within the ranges set forth above in this Appendix E.