

Edgar Filing: OIL STATES INTERNATIONAL INC - Form SC 13G/A

OIL STATES INTERNATIONAL INC
Form SC 13G/A
February 14, 2006

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

AMENDMENT NO. 2 TO SCHEDULE 13G

Under the Securities Exchange Act of 1934

Oil States International, Inc.

(Name of the Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

678026-10-5

(CUSIP Number)

February 14, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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1. NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SCF-III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5.	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		2,360,345
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	8.	SHARED DISPOSITIVE POWER
		2,360,345

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,360,345

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8%

12. TYPE OF REPORTING PERSON

PN

CUSIP NO. 678026-10-5

1. NAMES OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SCF-II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5.	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		2,571,941
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	8.	SHARED DISPOSITIVE POWER
		2,571,941

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,571,941

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12. TYPE OF REPORTING PERSON

PN

3

CUSIP NO. 678026-10-5

1. NAMES OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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SCF-IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5.	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		935,015
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	8.	SHARED DISPOSITIVE POWER
		935,015

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

935,015

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.9%

12. TYPE OF REPORTING PERSON

PN

4

CUSIP NO. 678026-10-5

1. NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SCF-IV, G.P., Limited Partnership

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5.	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		957,709
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	8.	SHARED DISPOSITIVE POWER
		957,709

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

957,709

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.0%

12. TYPE OF REPORTING PERSON

PN

5

CUSIP NO. 678026-10-5

1. NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

L.E. Simmons & Associates, Incorporated

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER	0
6. SHARED VOTING POWER	3,529,650
7. SOLE DISPOSITIVE POWER	0
8. SHARED DISPOSITIVE POWER	3,529,650

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,529,650

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.2%

12. TYPE OF REPORTING PERSON

CO

6

CUSIP NO. 678026-10-5

1. NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

L.E. Simmons

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	5.	SOLE VOTING POWER
SHARES		461,042
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		3,295,360
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		461,042
PERSON WITH	8.	SHARED DISPOSITIVE POWER
		3,295,360

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,756,402

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12. TYPE OF REPORTING PERSON

IN

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ITEM 1.

(a) Name of Issuer: Oil States International, Inc.

(b) Address of Issuer's Principal Executive Offices: Three Allen Center
333 Clay Street
Suite 3460
Houston, Texas 77002

ITEM 2.

(a) This Schedule is filed by: (i) L.E. Simmons, with respect to the shares of

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Common Stock directly owned by him, SCF-III, L.P. and SCF-IV, L.P.; (ii) L.E. Simmons & Associates, Incorporated, with respect to the shares of Common Stock directly owned by SCF-II, L.P., SCF-IV, G.P., Limited Partnership, SCF-III, L.P. and SCF-IV, L.P.; (iii) SCF-II, L.P., with respect to the shares of Common Stock directly owned by SCF-III, L.P.; (iv) SCF-IV, G.P., Limited Partnership, with respect to the shares of Common Stock directly owned by SCF-IV, L.P.; (v) SCF-III, L.P., with respect to the shares of Common Stock directly owned by it; and (vi) SCF-IV L.P., with respect to the shares of Common Stock directly owned by it.

(b) The address of the principal business office of the parties referred to in paragraph (a) of this Item 2 is 600 Travis, Suite 6600, Houston, Texas 77002.

(c) L.E. Simmons is a United States citizen. L.E. Simmons & Associates, Incorporated is a corporation organized under the laws of the State of Delaware. SCF-III, L.P., SCF-IV, L.P., SCF-II, L.P., and SCF-IV, G.P., Limited Partnership are limited partnerships organized under the laws of the State of Delaware.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 678026-10-5

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13D-1(b) OR SECTION 240.13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in section 3(a)(6) of the Act.
- (c) Insurance company as defined in section 3(a)(19) of the Act.
- (d) Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

A. SCF-III, L.P.

- (a) Amount Beneficially Owned: 2,360,345
- (b) Percent of Class: 4.8%
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,360,345
 - (iii) sole power to dispose or to direct the disposition of: 0

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(iv) shared power to dispose or to direct the disposition of:
2,360,345

B. SCF-II, L.P.(1)

(a) Amount Beneficially Owned: 2,571,941

(b) Percent of Class: 5.2%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,571,941

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of:
2,571,941

C. SCF-IV, L.P.

(a) Amount Beneficially Owned: 935,015

(b) Percent of Class: 1.9%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 935,015

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of:
935,015

D. SCF-IV, G.P., Limited Partnership(2)

(a) Amount Beneficially Owned: 957,709

(b) Percent of Class: 2.0%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 957,709

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of:
957,709

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E. L.E. Simmons & Associates, Incorporated(3)

(a) Amount Beneficially Owned: 3,529,920

(b) Percent of Class: 7.2%

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- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 3,529,920
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 3,529,920

F. L.E. Simmons(4)

- (a) Amount Beneficially Owned: 3,756,402
- (b) Percent of Class: 7.7%
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 461,042
 - (ii) shared power to vote or to direct the vote: 3,295,360
 - (iii) sole power to dispose or to direct the disposition of: 461,042
 - (iv) shared power to dispose or to direct the disposition of: 3,295,360

(1.) Includes 2,360,345 shares of Common Stock owned directly by SCF-III, L.P. SCF-II, L.P., the general partner of SCF-III, L.P., has the power to direct the affairs of SCF-III, L.P., including decisions respecting the voting and disposition of the shares of Common Stock of Oil States International, Inc. held by SCF-III, L.P.

(2.) Includes 935,015 shares of Common Stock owned directly by SCF-IV, L.P. SCF-IV, G.P., Limited Partnership, the general partner of SCF-IV, L.P., has the power to direct the affairs of SCF-IV, L.P., including decisions respecting the voting and disposition of the shares of Common Stock of Oil States International, Inc. held by SCF-IV, L.P.

(3.) Includes 3,529,650 shares of Common Stock owned directly by SCF-II, L.P., SCF-III, L.P. and SCF-IV, L.P. L.E. Simmons & Associates, Incorporated, the general partner of SCF-II, L.P. and SCF-IV, G.P., Limited Partnership, has the power to direct the affairs of SCF-II, L.P. and SCF-IV, G.P., Limited Partnership, including decisions respecting the voting and disposition of the shares of Common Stock of Oil States International, Inc. held by SCF-II, L.P., SCF-III, L.P. and SCF-IV, L.P.

(4.) Includes (i) 3,529,650 shares of Common Stock beneficially owned by L.E. Simmons & Associates, Incorporated, (ii) 190,704 shares of Common Stock owned directly by L.E. Simmons (iii) 23,548 shares owned by LESFP, Ltd., a partnership controlled by Mr. Simmons, and (iv) 12,500 shares of Common Stock acquirable upon exercise of options within 60 days. L.E. Simmons is the President and sole stockholder of L.E. Simmons & Associates, Incorporated and in that capacity may be deemed to beneficially own all of the securities of Oil States International, Inc. beneficially owned by L.E. Simmons & Associates, Incorporated.

(5.) For purposes of calculating the percentage ownership of the class of Common Stock, the number of shares outstanding of the Issuer's Common Stock is

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49,060,000 as of January 31, 2006.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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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: February 14, 2006

SCF-III, L.P.

By: SCF-II, L.P.

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

SCF-II, L.P.

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

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SCF-IV, L.P.

By: SCF-IV, G.P., Limited Partnership

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

SCF-IV, G.P., LIMITED PARTNERSHIP

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

L.E. SIMMONS & ASSOCIATES, INCORPORATED

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

L.E. SIMMONS

/s/ L.E. Simmons

L.E. Simmons, individually

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EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

1.

Joint Filing Agreement dated February 17, 2004 by and among
SCF-III, L.P., SCF-II, L.P., SCF-IV, L.P., SCF-IV, G.P., Limited
Partnership, L.E. Simmons and Associates, Incorporated, and L.E.
Simmons

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