

MCDERMOTT INTERNATIONAL INC  
Form 10-K/A  
April 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2011**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from** \_\_\_\_\_ **to** \_\_\_\_\_

**Commission File Number 001-08430**

**McDERMOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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REPUBLIC OF PANAMA  
(State or Other Jurisdiction of

72-0593134  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

757 N. ELDRIDGE PKWY.

HOUSTON, TEXAS  
(Address of Principal Executive Offices)

77079  
(Zip Code)

(281) 870-5000

Registrant's Telephone Number, Including Area Code:

Securities Registered Pursuant to Section 12(b) of the Act:

| Title of each class            | Name of each Exchange on which registered |
|--------------------------------|-------------------------------------------|
| Common Stock, \$1.00 par value | New York Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition 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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's common stock held by nonaffiliates of the registrant on the last business day of the registrant's most recently completed second fiscal quarter (based on the closing sales price on the New York Stock Exchange on June 30, 2011) was approximately \$4.7 billion.

The number of shares of the registrant's common stock outstanding at February 10, 2012 was 235,056,441.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934 in connection with the registrant's 2012 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A (this Form 10-K/A ) to our Annual Report on Form 10-K for the year ended December 31, 2011, initially filed with the Securities and Exchange Commission on February 29, 2012 (the Original Filing ), is being filed to amend the Signature Page to the Original Filing to remove the name and conformed signature of Mr. Ronald C. Cambre, who retired from our Board of Directors on May 6, 2011. In addition, in connection with the filing of this Form 10-K/A, we are including certifications from our Chief Executive Officer and Chief Financial Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002. Such certifications are attached to this Form 10-K/A as Exhibits 31.1 and 31.2.

The conformed signature of Mr. Cambre, our former Chairman of the Board of Directors, was inadvertently included in the electronic version of the Signature Page to the Original Filing, although Mr. Cambre did not manually sign the Signature Page we have in our possession. Except for the aforementioned amended information, this Form 10-K/A does not amend or update any other information contained in the Original Filing, and we have not updated the disclosures contained therein to reflect events that occurred at any subsequent date.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

McDERMOTT INTERNATIONAL, INC.

By: */s/ STEPHEN M. JOHNSON*  
**Stephen M. Johnson**  
**Chairman of the Board, President and Chief Executive Officer**

February 29, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated and on the date indicated.

| <b>Signature</b>                                                   | <b>Title</b>                                                                                                        |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <i>/s/ STEPHEN M. JOHNSON</i><br><b>Stephen M. Johnson</b>         | Chairman of the Board, President and Chief Executive Officer and Director<br>(Principal Executive Officer)          |
| <i>/s/ PERRY L. ELDERS</i><br><b>Perry L. Elders</b>               | Senior Vice President and Chief Financial Officer (Principal Financial Officer and<br>Principal Accounting Officer) |
| <i>/s/ JOHN F. BOOKOUT, III</i><br><b>John F. Bookout, III</b>     | Director                                                                                                            |
| <i>/s/ ROGER A. BROWN</i><br><b>Roger A. Brown</b>                 | Director                                                                                                            |
| <i>/s/ STEPHEN G. HANKS</i><br><b>Stephen G. Hanks</b>             | Director                                                                                                            |
| <i>/s/ D. BRADLEY McWILLIAMS</i><br><b>D. Bradley McWilliams</b>   | Director                                                                                                            |
| <i>/s/ THOMAS C. SCHIEVELBEIN</i><br><b>Thomas C. Schievelbein</b> | Director                                                                                                            |
| <i>/s/ MARY L. SHAFER-MALICKI</i><br><b>Mary L. Shafer-Malicki</b> | Director                                                                                                            |
| <i>/s/ DAVID A. TRICE</i><br><b>David A. Trice</b>                 | Director                                                                                                            |

February 29, 2012

Exhibits

**Exhibit**

| <b>Number</b> | <b>Description</b>                                                 |
|---------------|--------------------------------------------------------------------|
| 31.1          | Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer. |
| 31.2          | Rule 13a-14(a)/15d-14(a) certification of Chief Financial Officer. |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

McDERMOTT INTERNATIONAL, INC.

By: /s/ PERRY L. ELDERS

**Perry L. Elders**

**Senior Vice President and Chief Financial Officer**

April 3, 2012

**INDEX TO EXHIBITS**

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