

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan FORUM ENERGY TECHNOLOGIES INC 401(K) PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 07/01/2006</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 07/01/2006	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 07/01/2006					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) FORUM ENERGY TECHNOLOGIES, INC 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 61-1488595</td> </tr> <tr> <td>2c Sponsor's telephone number 281-949-2519</td> </tr> <tr> <td>2d Business code (see instructions) 211110</td> </tr> </table>	2b Employer Identification Number (EIN) 61-1488595	2c Sponsor's telephone number 281-949-2519	2d Business code (see instructions) 211110	
2b Employer Identification Number (EIN) 61-1488595					
2c Sponsor's telephone number 281-949-2519					
2d Business code (see instructions) 211110					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/24/2014	MARTINA CAMPOS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 3050
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants	6a 2482
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 981
d Subtotal. Add lines 6a , 6b , and 6c	6d 3463
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 27
f Total. Add lines 6d and 6e	6f 3490
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 3433
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 257
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 2S 2T	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan FORUM ENERGY TECHNOLOGIES INC 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FORUM ENERGY TECHNOLOGIES, INC	D Employer Identification Number (EIN) 61-1488595

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN BEACON
75-2401150

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
AMERICAN CENTURY INVESTMENTS
44-6006315

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
COLUMBIA
93-0577450

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS

06-1194217

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JP MORGAN

13-2624428

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS

43-1804048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

LAZARD

20-4571006

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MORGAN STANLEY

36-3145972

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PIMCO FUNDS

95-2632339

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

T ROWE PRICE

52-2264646

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 49 50 52 62 64	SERVICE PROVIDER	499407	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

AMEGY INVESTMENTS, INC.

68-0491185

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	SERVICE PROVIDER	157513	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; border: 1px solid black; padding: 5px;">2013</div> This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>FORUM ENERGY TECHNOLOGIES INC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FORUM ENERGY TECHNOLOGIES, INC</u>	D Employer Identification Number (EIN) <u>61-1488595</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO STABLE RETURN FUND N60</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2251407-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WF BLACKROCK S&P 500 INDEX CIT N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>94-3224211-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4058256</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WF BLACKRCK RUSSELL 2000 INDX CIT N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2265233-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>848277</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WF BLACKROCK S&P MIDCAP INDEX CIT N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2265235-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1374150</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO STABLE RETURN FUND N</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>41-6202499-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9225488</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>FORUM ENERGY TECHNOLOGIES INC 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FORUM ENERGY TECHNOLOGIES, INC</u>		D Employer Identification Number (EIN) <u>61-1488595</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	9649	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	899716	2366599
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	1917393	2984483
(9) Value of interest in common/collective trusts	1c(9)	13198613	15506173
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	45585338	64533150
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	61610709	85390405

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	61610709	85390405
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7250993	
(B) Participants	2a(1)(B)	7633896	
(C) Others (including rollovers)	2a(1)(C)	1256374	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		16141263

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	86580	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		86580

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	862908	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		862908

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1421809
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		8971582
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		27484142

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7790852	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		7790852
f Corrective distributions (see instructions)	2f		1388
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	656971	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		656971
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8449211

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		19034931
l Transfers of assets:			
(1) To this plan	2l(1)		4744765
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: UHY LLP

(2) EIN: 20-0694403

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>FORUM ENERGY TECHNOLOGIES INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FORUM ENERGY TECHNOLOGIES, INC</u>	D Employer Identification Number (EIN) <u>61-1488595</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FORUM ENERGY TECHNOLOGIES, INC. 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Forum Energy Technologies, Inc. 401(k) Plan
December 31, 2013 and 2012

Table of Contents

Independent Auditor's Report.....	2 - 3
Financial Statements	
Statements of Net Assets Available for Benefits.....	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements.....	6 - 13
Supplemental Schedule *	
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)	14

- * Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted, because they are not applicable.

Independent Auditor's Report

To the Benefits Committee and Participants of
Forum Energy Technologies, Inc. 401(k) Plan

We were engaged to audit the accompanying financial statements of Forum Energy Technologies, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N. A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at year end) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content of Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

UHY LLP

Houston, Texas
August 27, 2014

Forum Energy Technologies, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Investments, at fair value		
Common/collective trust	\$ 15,506,173	\$ 13,198,613
Registered investment companies	64,533,150	45,585,338
Total investments	<u>80,039,323</u>	<u>58,783,951</u>
Receivables		
Plan sponsor contributions	2,366,599	899,716
Notes receivable from participants	2,984,483	1,917,393
Total receivables	<u>5,351,082</u>	<u>2,817,109</u>
Non-interest bearing cash	<u>-</u>	<u>9,649</u>
Net assets available for benefits at fair value	85,390,405	61,610,709
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	<u>(74,675)</u>	<u>(265,625)</u>
Net assets available for benefits	<u><u>\$ 85,315,730</u></u>	<u><u>\$ 61,345,084</u></u>

See accompanying notes to the financial statements.

Forum Energy Technologies, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions to net assets:	
Investment income:	
Net appreciation in common/collective trust	\$ 1,612,759
Net appreciation in registered investment companies	8,971,582
Interest and dividends	<u>862,908</u>
Total investment income	11,447,249
Interest on notes receivable from participants	86,580
Contributions:	
Plan sponsor contributions	7,250,993
Participant contributions	7,633,896
Rollovers	<u>1,256,374</u>
Total contributions	<u>16,141,263</u>
Total additions to net assets	27,675,092
Deductions from net assets:	
Benefit payments to participants	7,792,240
Administrative expenses	<u>656,971</u>
Total deductions from net assets	<u>8,449,211</u>
Net increase in net assets available for benefits	19,225,881
Transfers from other plans	4,744,765
Net assets available for benefits	
Beginning of year	<u>61,345,084</u>
End of year	<u><u>\$ 85,315,730</u></u>

See accompanying notes to the financial statements.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan

The following description of the Forum Energy Technologies, Inc. 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution plan established by Forum Energy Technologies, Inc., in July 2006 and has been adopted by certain of its affiliates (collectively referred to herein as the “Plan Sponsor “or” “Forum”). The Plan is designed and intended to operate as a safe harbor plan as defined by the Plan Document. The purpose of the Plan is to offer eligible employees of the Plan Sponsor a means to adopt a regular savings program and to provide a supplement to their retirement income. The Plan is administered by a Benefits Committee and an Investments Committee, both established by the Forum Board of Directors. The Plan is subject to the provisions of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan was amended and restated as of January 1, 2012 in order to expand participation in the Plan as a result of the recent corporate transactions and clarify certain Plan terms.

Plan Sponsor Acquisitions and Plan Mergers - From time to time, the Plan Sponsor will complete business acquisitions that lead to mergers of assets from plans of acquired businesses into the Plan. Effective January 7, 2014, the Blohm Voss Oil Tools, LLC 401(k) Profit Sharing Plan was merged with the Plan. Effective April 1, 2013, the Dynacon, Inc. 401(k) Plan was merged with the Plan.

The following acquisitions were completed during 2011, and the respective 401(k) Plans of the acquired businesses were merged with the Plan during 2012:

- In June 2011, Forum Energy Technologies, Inc. acquired SVP Products, Inc. (“SVP”) and Cannon Services, LLC (“CAN”). Both SVP and CAN employees became eligible to participate in the Plan in January 2012; and
- In April 2011, Forum Energy Technologies, Inc. acquired Phoenix Global, LLC (“PXG”). The PXG employees became eligible to participate in the Plan in January 2012.

Administration - The Plan Sponsor is responsible for the administration and operation of the Plan. Wells Fargo Bank, N.A. (“Wells Fargo” or the “Trustee”) is responsible for the custody and management of the Plan’s assets. Wells Fargo also provides record keeping and administrative services to the Plan.

Eligibility - An employee is eligible to participate in the Plan upon completing 30 days of continuous employment. Union employees, leased employees, non-resident aliens, interns, contractors, residents of Puerto Rico, and temporary employees are not eligible to participate in the Plan.

Participant Contributions - Participants in the Plan may elect to have up to 75 percent of their eligible compensation, as defined in the Plan Document, deferred on a before tax basis, subject to the federal tax law limits including Internal Revenue Code (“IRC”) Section 402(g) limits of \$17,500 in 2013. Participants who have attained the age of 50 before the close of the Plan year may make an additional before tax catch-up contribution of up to \$5,500 for 2013. A participant electing to make such contributions is allowed to further elect to have some or all of such contributions designated as Roth contributions made on an after tax basis and also subject to IRC Section 402(g) limits.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan (Continued)

Automatic Deferrals - Any employee who is eligible to make contributions to the Plan on a before tax basis will be automatically enrolled in the Plan and deemed to elect to make elective deferrals equal to 3% of his or her compensation beginning on the first day of the first full payroll period beginning on or immediately after 30 days after the date of such participant's entry date. The participant can positively elect to opt out of the Plan or change the deferral percentage. A participant's automatic deferrals shall be invested in the Plan's default investment fund, unless the participant makes his or her own investment election with respect to such deferrals.

Plan Sponsor Contributions - The Plan Sponsor makes matching contributions to each participant's account in an amount equal to 100 percent of the first 3 percent of compensation deferred by the employee and 50 percent of next 2 percent of compensation deferred by the employee. The Plan Sponsor in its sole discretion may make a profit sharing contribution to participants' accounts at an amount determined by the Plan Sponsor. A profit sharing contribution has been authorized for 2013 in the amount of \$2,356,761. During May 2014, the Plan Sponsor funded the profit sharing contribution in the amount of \$2,234,351 net of forfeitures used to reduce the Plan Sponsor's contribution totaling \$122,410.

Participant Accounts - Each participant's account is credited with the participant's contributions, Plan Sponsor matching contributions, Plan earnings or losses, expenses paid by the Plan and any Plan Sponsor discretionary profit sharing contribution. Allocations are based on participant earnings or account balances, as defined in the Plan Document. Participants may allocate their contributions at any time to any or all of the Plan's investment options in multiples of one percent. Subject to certain conditions, participants may rollover and transfer amounts distributed or distributable from another individual retirement arrangement or another qualified retirement plan to the Plan.

Vesting - Participants are immediately vested in all participant contributions and Plan Sponsor matching contributions and earnings thereon. Vesting in discretionary profit sharing contributions is based on years of service starting with 20% at the end of year one and increasing by 20% each year thereafter until full vesting is achieved after five years. The Plan takes into account a participant's service with companies acquired by Forum and includes certain special provisions for vesting and distributions for certain employees who were formerly participants in plans that were merged with the Plan.

Forfeitures - Forfeitures of non-vested accounts are first used to offset plan expenses and/or restore previously forfeited account balances, and any remaining forfeitures are used to reduce Plan Sponsor contributions. During 2013, no forfeitures were used to pay plan expenses. During 2013, \$306,006 of forfeitures were used to reduce Plan Sponsor profit sharing contributions. At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$122,410 and \$306,006, respectively.

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. A participant may have no more than two outstanding loans at any given time. Loan terms require repayment for a period not to exceed five years at a rate determined by the Plan Sponsor in accordance with the Plan Document. The notes receivable from participants include loans initiated by the participants from the merged plans, which also include loans that had terms of five years or more if used for the purchase of a primary residence. Loans are repaid ratably through payroll deductions. Upon termination of employment, a participant's loan is due in full. If the loan is not paid in full at termination, the outstanding balance will be considered a taxable distribution, and may be subject to penalty.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan (Continued)

Benefit Payments to Participants - Distributions and withdrawals from the Plan are governed by applicable Internal Revenue Service (“IRS”) regulations and provisions of ERISA. Penalties may apply in certain instances. The full value of a participant’s account becomes available upon retirement, full and permanent disability, or death. Upon termination of employment, a participant is entitled to receive the vested portion of his or her account balance. Participants may also receive in-service withdrawals from the Plan once they have attained age 59 ½ or if they are able to demonstrate a severe financial need, subject to certain provisions in the Plan Document.

Plan Amendment and Termination - It is the intention of the Plan Sponsor to continue the Plan indefinitely; however, the Plan may be amended at any time. No such amendment, however, may adversely affect the rights of participants in the Plan with respect to contributions made prior to the date of the amendment. In the event the Plan is terminated, each participant shall receive the full amount of Plan assets from his or her account.

2. Summary of Significant Accounting Policies

The following accounting policies, which conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”) and with the requirements of ERISA, have been used consistently in the preparation of the Plan’s financial statements and supplemental schedule.

Basis of Accounting - The Plan’s financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition - Investments in registered investment companies are based upon quoted market prices as reported by the Trustees. At December 31, 2013 and 2012, the Plan’s investments included interests in the Wells Fargo Collective Stable Return Fund (“Fixed Income Common/Collective Trust”) which are based on the fair value of the Fixed Income Common/Collective Trust’s underlying investments and on information reported by the Trustees using the audited financial statements of the Fixed Income Common/Collective Trust at the Plan’s year end. The Fixed Income Common/Collective Trust is accounted for at contract value and adjusted to fair value at year end. Contract value represents the accumulated contributions plus accrued net earnings, less distributions and represents the amount the participants would receive under a normal distribution from the Plan. The Plan’s interests in Wells Fargo Index Fund Common/Collective Trust are valued based on information reported by the investment advisor using the audited financial statements of this fund at year-end.

The statements of net assets available for benefits present an investment contract at fair value, as well as an additional line item showing an adjustment of the fully benefit-responsive contract from fair value to contract value. The objective of the collective trust fund is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology. The collective trust fund seeks to achieve this objective by investing in conventional, synthetic and separate account investment contracts issued by life insurance companies, banks and other financial institutions. The collective trust fund can be redeemed daily with a 30-day notice period and there were no unfunded commitments as of December 31, 2013.

2. Summary of Significant Accounting Policies (Continued)

Investments in pooled separate accounts and common/collective trusts are valued at the number of the Plan's units of participation multiplied by the unit value for the underlying investments. Unit value is based on the market value of the underlying investments less a management fee divided by the total number of outstanding units for the underlying investments. The underlying investments are either a single mutual fund or a portfolio of domestic or international stocks. These investments are valued by the sponsor of the pooled separate accounts based primarily on observable market data. The pooled separate accounts and common/collective trusts held by the Plan provide for daily redemptions by the Plan at the reported unit value with no advance notice requirement. The Plan has no unfunded commitments and no contractual obligations to further invest in the pooled separate accounts.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Benefit payments to participants - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts in the accompanying financial statements and notes to the financial statements. Actual results could differ from those estimates.

Risk and Uncertainties - The Plan provides for various investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate risk, financial market risk and credit risk. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the Plan's financial statements.

Subsequent Events - The Plan has evaluated all subsequent events and transactions through August 27, 2014, the date the financial statements were available for issuance, and has determined that no subsequent events have occurred that would require recognition in the financial statements or disclosures in the notes to the financial statements other than the merged plan discussed in Note 1.

3. Investments Certified by Trustees (Unaudited)

As permitted by ERISA, the Trustee has certified to the Plan Administrator that all investment amounts, including notes receivable from participants, and related investment activity, from which the accompanying financial statements and supplemental schedule of assets (held at end of year) have been prepared are complete and accurate as of December 31, 2013 and 2012, and for the year ended December 31, 2013. Accordingly, at the request of the Plan Administrator, the Plan's independent auditors have performed no audit procedures on the Plan's investments, and related activity, included in the Plan's financial statements and schedule, other than to agree the information to the Plan's certified Trustee's statements. All other information has been audited in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

3. Investments Certified by Trustees (Unaudited) (Continued)

The fair values of individual investments exceeding 5% of the Plan's net assets have been separately identified as follows:

	December 31,	
	2013	2012
Wells Fargo Collective Stable Return	\$ 9,225,490	\$ 9,424,629
PIMCO Total Return (ADMIN)	5,361,982	5,288,316
WF Advantage Dow Jones Target 2020	4,738,549	3,689,456
WF Advantage Dow Jones Target 2030	5,812,262	4,260,150
Fidelity Contrafund	5,055,157	3,732,393
WF Advantage Dow Jones Target 2040	5,354,795	3,491,272
Other	44,491,088	28,897,735
TOTAL INVESTMENTS AT FAIR VALUE	\$ 80,039,323	\$ 58,783,951

4. Party-In-Interest

Certain Plan investments are shares of funds managed by the Trustee. The Trustee receives certain fees paid by the Plan, certain fees paid by the participants, and other fees paid by the Plan's investment funds. Fees paid by the Plan include an annual Trustee fee, an annual per participant fee, and a payroll processing fee. Fees paid by the participant include fees charged for distributions and new loan set-up. Fees paid by the investment funds are revenue share fees for shareholder services provided to the funds, including 12(b)(1) fees, sub-transfer agent fees and other shareholder servicing fees. These fees are paid to the Trustee for handling certain duties for the fund companies that they would otherwise have to do such as sending out prospectuses. None of the 12(b)(1) fees or sub-transfer agent fees are shared with parties in interest to the Plan.

5. Income Tax Status

The IRS has determined and informed the Plan Sponsor by a letter dated May 2, 2011, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has since been amended; however, the Plan Sponsor believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes the Plan is no longer subject to income tax examinations for years prior to 2010.

6. Fair Value Measurements

U.S. GAAP defines fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP also establishes a framework for measuring fair value, and expands disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs). The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant input and significant value drivers are observable in active markets.

Level 3 - Valuations with one or more unobservable significant inputs that reflect the reporting entity's own assumptions.

In some cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible.

The methods used to value investments may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The carrying amounts of receivables and notes receivable from participants reflected in the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012 approximate their fair values due to their short-term nature or their interest rates reflective of current market rates and are not included in the fair value hierarchy table.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

6. Fair Value Measurements (Continued)

The following fair value hierarchy table presents information about the Plan's investments measured at fair value on a recurring basis as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Fixed Income	\$ 8,134,286	\$ -	\$ -	\$ 8,134,286
Balanced/Asset Allocation	29,681,646	-	-	29,681,646
International	4,734,167	-	-	4,734,167
Large Cap	11,074,643	-	-	11,074,643
Mid Cap	4,157,795	-	-	4,157,795
Small Cap	6,750,613	-	-	6,750,613
Common/collective trust fund	-	15,506,173	-	15,506,173
Total investments measured at fair value	<u>\$ 64,533,150</u>	<u>\$ 15,506,173</u>	<u>\$ -</u>	<u>\$ 80,039,323</u>

The following fair value hierarchy table presents information about the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Fixed Income	\$ 7,976,962	\$ -	\$ -	\$ 7,976,962
Balanced/Asset Allocation	19,390,775	-	-	19,390,775
International	3,525,990	-	-	3,525,990
Large Cap	7,902,869	-	-	7,902,869
Mid Cap	2,610,955	-	-	2,610,955
Small Cap	4,177,787	-	-	4,177,787
Common/collective trust fund	-	13,198,613	-	13,198,613
Total investments measured at fair value	<u>\$ 45,585,338</u>	<u>\$ 13,198,613</u>	<u>\$ -</u>	<u>\$ 58,783,951</u>

The determination of the fair values above incorporates various factors required under Accounting Standards Codification No. 820. The Plan's valuation methodology used to measure the fair values of registered investment companies were derived from quoted closing market prices traded in active markets. The fair values of common/collective trusts ("CCT") were based on the price/net asset value for a CCT directly received from the Trustee, which is based on the value of the underlying securities as reported by the investment advisor using the audited financial statements of the fund at year-end.

The CCT Fixed income fund invests in a variety of investment contracts and instruments issued by selected high-quality insurance companies and financial institutions. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. The CCT Index fund invests primarily in the same stocks in approximately the same percentages as the stocks that make up the S&P 500 Index. This fund intends to remain 95% invested in the stocks comprising the Index and the remaining 5% of the fund's assets is invested in cash reserves.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits from the financial statements to the Schedule H of Form 5500:

	December 31,	
	<u>2013</u>	<u>2012</u>
Net assets available for plan benefits per the financial statements	\$ 85,315,730	\$ 61,345,084
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts	<u>74,675</u>	<u>265,625</u>
Net assets available for plan benefits per Form 5500, Schedule H, Part I, Line 11	<u><u>\$ 85,390,405</u></u>	<u><u>\$ 61,610,709</u></u>

The following is a reconciliation of the change in net assets available for benefits from the financial statements to the Schedule H of Form 5500:

	Year Ended December 31, <u>2013</u>
Net increase in net assets per the financial statements	\$ 19,225,881
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts for 2013	74,675
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts for 2012	<u>(265,625)</u>
Net income per Form 5500, Part II, Line 2k	<u><u>\$ 19,034,931</u></u>

Supplemental Schedule

Forum Energy Technologies, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

EIN # 61-1488595
Plan 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	American Beacon	American Beacon International Equity	**	\$ 745,575
	American Century	American Century Inflation Adjusted Bond (Inv)	**	1,144,827
	American Funds	American FDS Fundamental Investors R4	**	1,308,338
	American Funds	American Funds Europacific R4	**	2,281,636
	Columbia	Columbia Acorn International Fund Z	**	1,006,062
	Fidelity	Fidelity Contrafund	**	5,055,157
	Fidelity	Fidelity Puritan Fund	**	1,688,839
	Fidelity	Fidelity Small Cap Value Fund	**	882,445
	Funds	Franklin Strategic Inc A	**	1,080,999
	Janus	Janus Overseas	**	356,818
	JP Morgan	JP Morgan High Yield Funds SS	**	546,478
	Lazard	Lazard Emerging Markets Equity	**	344,076
	Morgan Stanley Institutional Funds	MSIF Mid Cap Growth PTF	**	2,882,146
	Perkins	Perkins Mid Cap Value (T)	**	1,275,649
	PIMCO	PIMCO Total Return (ADMIN)	**	5,361,982
	T. Rowe Price	T. Rowe Price Equity Income	**	3,022,309
	T. Rowe Price	T. Rowe Price New Horizons	**	3,503,230
	T. Rowe Price	T. Rowe Price Small Cap Stock	**	2,364,938
*	Wells Fargo	Wells Fargo Collective Stable Return	**	9,225,490
*	Wells Fargo	WF Collective (BGI) S&P 500 Index	**	4,058,256
*	Wells Fargo	WF S&P Midcap Index Fund N	**	1,374,150
*	Wells Fargo	WF Russell 2000 Index Fund N	**	848,277
*	Wells Fargo	WF Advantage Dow Jones Target 2010	**	869,778
*	Wells Fargo	WF Advantage Dow Jones Target 2015	**	1,209,931
*	Wells Fargo	WF Advantage Dow Jones Target 2020	**	4,738,549
*	Wells Fargo	WF Advantage Dow Jones Target 2025	**	2,729,855
*	Wells Fargo	WF Advantage Dow Jones Target 2030	**	5,812,262
*	Wells Fargo	WF Advantage Dow Jones Target 2035	**	2,572,130
*	Wells Fargo	WF Advantage Dow Jones Target 2040	**	5,354,795
*	Wells Fargo	WF Advantage Dow Jones Target 2045	**	1,892,974
*	Wells Fargo	WF Advantage Dow Jones Target 2050	**	3,192,752
*	Wells Fargo	WF Advantage Dow Jones Target 2055	**	1,034,989
*	Wells Fargo	WF Advantage Dow Jones Target Today	**	273,631
*	Notes receivable from participants	Loans to participants with interest rates ranging from 3.25% to 9.75% due through October 2040	-	2,984,483
	Total			<u>\$ 83,023,806</u>

* Denotes a party-in-interest to the Plan.

** Cost information not provided as assets are participant directed.

See independent auditor's report.

FORUM ENERGY TECHNOLOGIES, INC. 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Forum Energy Technologies, Inc. 401(k) Plan
December 31, 2013 and 2012

Table of Contents

Independent Auditor's Report.....	2 - 3
Financial Statements	
Statements of Net Assets Available for Benefits.....	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements.....	6 - 13
Supplemental Schedule *	
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)	14

- * Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted, because they are not applicable.

Independent Auditor's Report

To the Benefits Committee and Participants of
Forum Energy Technologies, Inc. 401(k) Plan

We were engaged to audit the accompanying financial statements of Forum Energy Technologies, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N. A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at year end) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content of Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

UHY LLP

Houston, Texas
August 27, 2014

Forum Energy Technologies, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Investments, at fair value		
Common/collective trust	\$ 15,506,173	\$ 13,198,613
Registered investment companies	64,533,150	45,585,338
Total investments	<u>80,039,323</u>	<u>58,783,951</u>
Receivables		
Plan sponsor contributions	2,366,599	899,716
Notes receivable from participants	2,984,483	1,917,393
Total receivables	<u>5,351,082</u>	<u>2,817,109</u>
Non-interest bearing cash	<u>-</u>	<u>9,649</u>
Net assets available for benefits at fair value	85,390,405	61,610,709
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	<u>(74,675)</u>	<u>(265,625)</u>
Net assets available for benefits	<u><u>\$ 85,315,730</u></u>	<u><u>\$ 61,345,084</u></u>

See accompanying notes to the financial statements.

Forum Energy Technologies, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions to net assets:	
Investment income:	
Net appreciation in common/collective trust	\$ 1,612,759
Net appreciation in registered investment companies	8,971,582
Interest and dividends	<u>862,908</u>
Total investment income	11,447,249
Interest on notes receivable from participants	86,580
Contributions:	
Plan sponsor contributions	7,250,993
Participant contributions	7,633,896
Rollovers	<u>1,256,374</u>
Total contributions	<u>16,141,263</u>
Total additions to net assets	27,675,092
Deductions from net assets:	
Benefit payments to participants	7,792,240
Administrative expenses	<u>656,971</u>
Total deductions from net assets	<u>8,449,211</u>
Net increase in net assets available for benefits	19,225,881
Transfers from other plans	4,744,765
Net assets available for benefits	
Beginning of year	<u>61,345,084</u>
End of year	<u><u>\$ 85,315,730</u></u>

See accompanying notes to the financial statements.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan

The following description of the Forum Energy Technologies, Inc. 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution plan established by Forum Energy Technologies, Inc., in July 2006 and has been adopted by certain of its affiliates (collectively referred to herein as the “Plan Sponsor “or” “Forum”). The Plan is designed and intended to operate as a safe harbor plan as defined by the Plan Document. The purpose of the Plan is to offer eligible employees of the Plan Sponsor a means to adopt a regular savings program and to provide a supplement to their retirement income. The Plan is administered by a Benefits Committee and an Investments Committee, both established by the Forum Board of Directors. The Plan is subject to the provisions of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan was amended and restated as of January 1, 2012 in order to expand participation in the Plan as a result of the recent corporate transactions and clarify certain Plan terms.

Plan Sponsor Acquisitions and Plan Mergers - From time to time, the Plan Sponsor will complete business acquisitions that lead to mergers of assets from plans of acquired businesses into the Plan. Effective January 7, 2014, the Blohm Voss Oil Tools, LLC 401(k) Profit Sharing Plan was merged with the Plan. Effective April 1, 2013, the Dynacon, Inc. 401(k) Plan was merged with the Plan.

The following acquisitions were completed during 2011, and the respective 401(k) Plans of the acquired businesses were merged with the Plan during 2012:

- In June 2011, Forum Energy Technologies, Inc. acquired SVP Products, Inc. (“SVP”) and Cannon Services, LLC (“CAN”). Both SVP and CAN employees became eligible to participate in the Plan in January 2012; and
- In April 2011, Forum Energy Technologies, Inc. acquired Phoenix Global, LLC (“PXG”). The PXG employees became eligible to participate in the Plan in January 2012.

Administration - The Plan Sponsor is responsible for the administration and operation of the Plan. Wells Fargo Bank, N.A. (“Wells Fargo” or the “Trustee”) is responsible for the custody and management of the Plan’s assets. Wells Fargo also provides record keeping and administrative services to the Plan.

Eligibility - An employee is eligible to participate in the Plan upon completing 30 days of continuous employment. Union employees, leased employees, non-resident aliens, interns, contractors, residents of Puerto Rico, and temporary employees are not eligible to participate in the Plan.

Participant Contributions - Participants in the Plan may elect to have up to 75 percent of their eligible compensation, as defined in the Plan Document, deferred on a before tax basis, subject to the federal tax law limits including Internal Revenue Code (“IRC”) Section 402(g) limits of \$17,500 in 2013. Participants who have attained the age of 50 before the close of the Plan year may make an additional before tax catch-up contribution of up to \$5,500 for 2013. A participant electing to make such contributions is allowed to further elect to have some or all of such contributions designated as Roth contributions made on an after tax basis and also subject to IRC Section 402(g) limits.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan (Continued)

Automatic Deferrals - Any employee who is eligible to make contributions to the Plan on a before tax basis will be automatically enrolled in the Plan and deemed to elect to make elective deferrals equal to 3% of his or her compensation beginning on the first day of the first full payroll period beginning on or immediately after 30 days after the date of such participant's entry date. The participant can positively elect to opt out of the Plan or change the deferral percentage. A participant's automatic deferrals shall be invested in the Plan's default investment fund, unless the participant makes his or her own investment election with respect to such deferrals.

Plan Sponsor Contributions - The Plan Sponsor makes matching contributions to each participant's account in an amount equal to 100 percent of the first 3 percent of compensation deferred by the employee and 50 percent of next 2 percent of compensation deferred by the employee. The Plan Sponsor in its sole discretion may make a profit sharing contribution to participants' accounts at an amount determined by the Plan Sponsor. A profit sharing contribution has been authorized for 2013 in the amount of \$2,356,761. During May 2014, the Plan Sponsor funded the profit sharing contribution in the amount of \$2,234,351 net of forfeitures used to reduce the Plan Sponsor's contribution totaling \$122,410.

Participant Accounts - Each participant's account is credited with the participant's contributions, Plan Sponsor matching contributions, Plan earnings or losses, expenses paid by the Plan and any Plan Sponsor discretionary profit sharing contribution. Allocations are based on participant earnings or account balances, as defined in the Plan Document. Participants may allocate their contributions at any time to any or all of the Plan's investment options in multiples of one percent. Subject to certain conditions, participants may rollover and transfer amounts distributed or distributable from another individual retirement arrangement or another qualified retirement plan to the Plan.

Vesting - Participants are immediately vested in all participant contributions and Plan Sponsor matching contributions and earnings thereon. Vesting in discretionary profit sharing contributions is based on years of service starting with 20% at the end of year one and increasing by 20% each year thereafter until full vesting is achieved after five years. The Plan takes into account a participant's service with companies acquired by Forum and includes certain special provisions for vesting and distributions for certain employees who were formerly participants in plans that were merged with the Plan.

Forfeitures - Forfeitures of non-vested accounts are first used to offset plan expenses and/or restore previously forfeited account balances, and any remaining forfeitures are used to reduce Plan Sponsor contributions. During 2013, no forfeitures were used to pay plan expenses. During 2013, \$306,006 of forfeitures were used to reduce Plan Sponsor profit sharing contributions. At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$122,410 and \$306,006, respectively.

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. A participant may have no more than two outstanding loans at any given time. Loan terms require repayment for a period not to exceed five years at a rate determined by the Plan Sponsor in accordance with the Plan Document. The notes receivable from participants include loans initiated by the participants from the merged plans, which also include loans that had terms of five years or more if used for the purchase of a primary residence. Loans are repaid ratably through payroll deductions. Upon termination of employment, a participant's loan is due in full. If the loan is not paid in full at termination, the outstanding balance will be considered a taxable distribution, and may be subject to penalty.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan (Continued)

Benefit Payments to Participants - Distributions and withdrawals from the Plan are governed by applicable Internal Revenue Service (“IRS”) regulations and provisions of ERISA. Penalties may apply in certain instances. The full value of a participant’s account becomes available upon retirement, full and permanent disability, or death. Upon termination of employment, a participant is entitled to receive the vested portion of his or her account balance. Participants may also receive in-service withdrawals from the Plan once they have attained age 59 ½ or if they are able to demonstrate a severe financial need, subject to certain provisions in the Plan Document.

Plan Amendment and Termination - It is the intention of the Plan Sponsor to continue the Plan indefinitely; however, the Plan may be amended at any time. No such amendment, however, may adversely affect the rights of participants in the Plan with respect to contributions made prior to the date of the amendment. In the event the Plan is terminated, each participant shall receive the full amount of Plan assets from his or her account.

2. Summary of Significant Accounting Policies

The following accounting policies, which conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”) and with the requirements of ERISA, have been used consistently in the preparation of the Plan’s financial statements and supplemental schedule.

Basis of Accounting - The Plan’s financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition - Investments in registered investment companies are based upon quoted market prices as reported by the Trustees. At December 31, 2013 and 2012, the Plan’s investments included interests in the Wells Fargo Collective Stable Return Fund (“Fixed Income Common/Collective Trust”) which are based on the fair value of the Fixed Income Common/Collective Trust’s underlying investments and on information reported by the Trustees using the audited financial statements of the Fixed Income Common/Collective Trust at the Plan’s year end. The Fixed Income Common/Collective Trust is accounted for at contract value and adjusted to fair value at year end. Contract value represents the accumulated contributions plus accrued net earnings, less distributions and represents the amount the participants would receive under a normal distribution from the Plan. The Plan’s interests in Wells Fargo Index Fund Common/Collective Trust are valued based on information reported by the investment advisor using the audited financial statements of this fund at year-end.

The statements of net assets available for benefits present an investment contract at fair value, as well as an additional line item showing an adjustment of the fully benefit-responsive contract from fair value to contract value. The objective of the collective trust fund is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology. The collective trust fund seeks to achieve this objective by investing in conventional, synthetic and separate account investment contracts issued by life insurance companies, banks and other financial institutions. The collective trust fund can be redeemed daily with a 30-day notice period and there were no unfunded commitments as of December 31, 2013.

2. Summary of Significant Accounting Policies (Continued)

Investments in pooled separate accounts and common/collective trusts are valued at the number of the Plan's units of participation multiplied by the unit value for the underlying investments. Unit value is based on the market value of the underlying investments less a management fee divided by the total number of outstanding units for the underlying investments. The underlying investments are either a single mutual fund or a portfolio of domestic or international stocks. These investments are valued by the sponsor of the pooled separate accounts based primarily on observable market data. The pooled separate accounts and common/collective trusts held by the Plan provide for daily redemptions by the Plan at the reported unit value with no advance notice requirement. The Plan has no unfunded commitments and no contractual obligations to further invest in the pooled separate accounts.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Benefit payments to participants - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts in the accompanying financial statements and notes to the financial statements. Actual results could differ from those estimates.

Risk and Uncertainties - The Plan provides for various investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate risk, financial market risk and credit risk. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the Plan's financial statements.

Subsequent Events - The Plan has evaluated all subsequent events and transactions through August 27, 2014, the date the financial statements were available for issuance, and has determined that no subsequent events have occurred that would require recognition in the financial statements or disclosures in the notes to the financial statements other than the merged plan discussed in Note 1.

3. Investments Certified by Trustees (Unaudited)

As permitted by ERISA, the Trustee has certified to the Plan Administrator that all investment amounts, including notes receivable from participants, and related investment activity, from which the accompanying financial statements and supplemental schedule of assets (held at end of year) have been prepared are complete and accurate as of December 31, 2013 and 2012, and for the year ended December 31, 2013. Accordingly, at the request of the Plan Administrator, the Plan's independent auditors have performed no audit procedures on the Plan's investments, and related activity, included in the Plan's financial statements and schedule, other than to agree the information to the Plan's certified Trustee's statements. All other information has been audited in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

3. Investments Certified by Trustees (Unaudited) (Continued)

The fair values of individual investments exceeding 5% of the Plan's net assets have been separately identified as follows:

	December 31,	
	2013	2012
Wells Fargo Collective Stable Return	\$ 9,225,490	\$ 9,424,629
PIMCO Total Return (ADMIN)	5,361,982	5,288,316
WF Advantage Dow Jones Target 2020	4,738,549	3,689,456
WF Advantage Dow Jones Target 2030	5,812,262	4,260,150
Fidelity Contrafund	5,055,157	3,732,393
WF Advantage Dow Jones Target 2040	5,354,795	3,491,272
Other	44,491,088	28,897,735
TOTAL INVESTMENTS AT FAIR VALUE	\$ 80,039,323	\$ 58,783,951

4. Party-In-Interest

Certain Plan investments are shares of funds managed by the Trustee. The Trustee receives certain fees paid by the Plan, certain fees paid by the participants, and other fees paid by the Plan's investment funds. Fees paid by the Plan include an annual Trustee fee, an annual per participant fee, and a payroll processing fee. Fees paid by the participant include fees charged for distributions and new loan set-up. Fees paid by the investment funds are revenue share fees for shareholder services provided to the funds, including 12(b)(1) fees, sub-transfer agent fees and other shareholder servicing fees. These fees are paid to the Trustee for handling certain duties for the fund companies that they would otherwise have to do such as sending out prospectuses. None of the 12(b)(1) fees or sub-transfer agent fees are shared with parties in interest to the Plan.

5. Income Tax Status

The IRS has determined and informed the Plan Sponsor by a letter dated May 2, 2011, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has since been amended; however, the Plan Sponsor believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes the Plan is no longer subject to income tax examinations for years prior to 2010.

6. Fair Value Measurements

U.S. GAAP defines fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP also establishes a framework for measuring fair value, and expands disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs). The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant input and significant value drivers are observable in active markets.

Level 3 - Valuations with one or more unobservable significant inputs that reflect the reporting entity's own assumptions.

In some cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible.

The methods used to value investments may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The carrying amounts of receivables and notes receivable from participants reflected in the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012 approximate their fair values due to their short-term nature or their interest rates reflective of current market rates and are not included in the fair value hierarchy table.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

6. Fair Value Measurements (Continued)

The following fair value hierarchy table presents information about the Plan's investments measured at fair value on a recurring basis as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Fixed Income	\$ 8,134,286	\$ -	\$ -	\$ 8,134,286
Balanced/Asset Allocation	29,681,646	-	-	29,681,646
International	4,734,167	-	-	4,734,167
Large Cap	11,074,643	-	-	11,074,643
Mid Cap	4,157,795	-	-	4,157,795
Small Cap	6,750,613	-	-	6,750,613
Common/collective trust fund	-	15,506,173	-	15,506,173
Total investments measured at fair value	<u>\$ 64,533,150</u>	<u>\$ 15,506,173</u>	<u>\$ -</u>	<u>\$ 80,039,323</u>

The following fair value hierarchy table presents information about the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Fixed Income	\$ 7,976,962	\$ -	\$ -	\$ 7,976,962
Balanced/Asset Allocation	19,390,775	-	-	19,390,775
International	3,525,990	-	-	3,525,990
Large Cap	7,902,869	-	-	7,902,869
Mid Cap	2,610,955	-	-	2,610,955
Small Cap	4,177,787	-	-	4,177,787
Common/collective trust fund	-	13,198,613	-	13,198,613
Total investments measured at fair value	<u>\$ 45,585,338</u>	<u>\$ 13,198,613</u>	<u>\$ -</u>	<u>\$ 58,783,951</u>

The determination of the fair values above incorporates various factors required under Accounting Standards Codification No. 820. The Plan's valuation methodology used to measure the fair values of registered investment companies were derived from quoted closing market prices traded in active markets. The fair values of common/collective trusts ("CCT") were based on the price/net asset value for a CCT directly received from the Trustee, which is based on the value of the underlying securities as reported by the investment advisor using the audited financial statements of the fund at year-end.

The CCT Fixed income fund invests in a variety of investment contracts and instruments issued by selected high-quality insurance companies and financial institutions. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. The CCT Index fund invests primarily in the same stocks in approximately the same percentages as the stocks that make up the S&P 500 Index. This fund intends to remain 95% invested in the stocks comprising the Index and the remaining 5% of the fund's assets is invested in cash reserves.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits from the financial statements to the Schedule H of Form 5500:

	December 31,	
	2013	2012
Net assets available for plan benefits per the financial statements	\$ 85,315,730	\$ 61,345,084
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts	<u>74,675</u>	<u>265,625</u>
Net assets available for plan benefits per Form 5500, Schedule H, Part I, Line 11	<u><u>\$ 85,390,405</u></u>	<u><u>\$ 61,610,709</u></u>

The following is a reconciliation of the change in net assets available for benefits from the financial statements to the Schedule H of Form 5500:

	Year Ended December 31, 2013
Net increase in net assets per the financial statements	\$ 19,225,881
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts for 2013	74,675
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts for 2012	<u>(265,625)</u>
Net income per Form 5500, Part II, Line 2k	<u><u>\$ 19,034,931</u></u>

Supplemental Schedule

Forum Energy Technologies, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

EIN # 61-1488595
Plan 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	American Beacon	American Beacon International Equity	**	\$ 745,575
	American Century	American Century Inflation Adjusted Bond (Inv)	**	1,144,827
	American Funds	American FDS Fundamental Investors R4	**	1,308,338
	American Funds	American Funds Europacific R4	**	2,281,636
	Columbia	Columbia Acorn International Fund Z	**	1,006,062
	Fidelity	Fidelity Contrafund	**	5,055,157
	Fidelity	Fidelity Puritan Fund	**	1,688,839
	Fidelity	Fidelity Small Cap Value Fund	**	882,445
	Funds	Franklin Strategic Inc A	**	1,080,999
	Janus	Janus Overseas	**	356,818
	JP Morgan	JP Morgan High Yield Funds SS	**	546,478
	Lazard	Lazard Emerging Markets Equity	**	344,076
	Morgan Stanley Institutional Funds	MSIF Mid Cap Growth PTF	**	2,882,146
	Perkins	Perkins Mid Cap Value (T)	**	1,275,649
	PIMCO	PIMCO Total Return (ADMIN)	**	5,361,982
	T. Rowe Price	T. Rowe Price Equity Income	**	3,022,309
	T. Rowe Price	T. Rowe Price New Horizons	**	3,503,230
	T. Rowe Price	T. Rowe Price Small Cap Stock	**	2,364,938
*	Wells Fargo	Wells Fargo Collective Stable Return	**	9,225,490
*	Wells Fargo	WF Collective (BGI) S&P 500 Index	**	4,058,256
*	Wells Fargo	WF S&P Midcap Index Fund N	**	1,374,150
*	Wells Fargo	WF Russell 2000 Index Fund N	**	848,277
*	Wells Fargo	WF Advantage Dow Jones Target 2010	**	869,778
*	Wells Fargo	WF Advantage Dow Jones Target 2015	**	1,209,931
*	Wells Fargo	WF Advantage Dow Jones Target 2020	**	4,738,549
*	Wells Fargo	WF Advantage Dow Jones Target 2025	**	2,729,855
*	Wells Fargo	WF Advantage Dow Jones Target 2030	**	5,812,262
*	Wells Fargo	WF Advantage Dow Jones Target 2035	**	2,572,130
*	Wells Fargo	WF Advantage Dow Jones Target 2040	**	5,354,795
*	Wells Fargo	WF Advantage Dow Jones Target 2045	**	1,892,974
*	Wells Fargo	WF Advantage Dow Jones Target 2050	**	3,192,752
*	Wells Fargo	WF Advantage Dow Jones Target 2055	**	1,034,989
*	Wells Fargo	WF Advantage Dow Jones Target Today	**	273,631
*	Notes receivable from participants	Loans to participants with interest rates ranging from 3.25% to 9.75% due through October 2040	-	2,984,483
	Total			<u>\$ 83,023,806</u>

* Denotes a party-in-interest to the Plan.

** Cost information not provided as assets are participant directed.

See independent auditor's report.

FORUM ENERGY TECHNOLOGIES, INC. 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Forum Energy Technologies, Inc. 401(k) Plan
December 31, 2013 and 2012

Table of Contents

Independent Auditor's Report.....	2 - 3
Financial Statements	
Statements of Net Assets Available for Benefits.....	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements.....	6 - 13
Supplemental Schedule *	
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)	14

- * Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted, because they are not applicable.

Independent Auditor's Report

To the Benefits Committee and Participants of
Forum Energy Technologies, Inc. 401(k) Plan

We were engaged to audit the accompanying financial statements of Forum Energy Technologies, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N. A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at year end) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content of Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

UHY LLP

Houston, Texas
August 27, 2014

Forum Energy Technologies, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Investments, at fair value		
Common/collective trust	\$ 15,506,173	\$ 13,198,613
Registered investment companies	64,533,150	45,585,338
Total investments	<u>80,039,323</u>	<u>58,783,951</u>
Receivables		
Plan sponsor contributions	2,366,599	899,716
Notes receivable from participants	2,984,483	1,917,393
Total receivables	<u>5,351,082</u>	<u>2,817,109</u>
Non-interest bearing cash	<u>-</u>	<u>9,649</u>
Net assets available for benefits at fair value	85,390,405	61,610,709
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	<u>(74,675)</u>	<u>(265,625)</u>
Net assets available for benefits	<u><u>\$ 85,315,730</u></u>	<u><u>\$ 61,345,084</u></u>

See accompanying notes to the financial statements.

Forum Energy Technologies, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions to net assets:	
Investment income:	
Net appreciation in common/collective trust	\$ 1,612,759
Net appreciation in registered investment companies	8,971,582
Interest and dividends	<u>862,908</u>
Total investment income	11,447,249
Interest on notes receivable from participants	86,580
Contributions:	
Plan sponsor contributions	7,250,993
Participant contributions	7,633,896
Rollovers	<u>1,256,374</u>
Total contributions	<u>16,141,263</u>
Total additions to net assets	27,675,092
Deductions from net assets:	
Benefit payments to participants	7,792,240
Administrative expenses	<u>656,971</u>
Total deductions from net assets	<u>8,449,211</u>
Net increase in net assets available for benefits	19,225,881
Transfers from other plans	4,744,765
Net assets available for benefits	
Beginning of year	<u>61,345,084</u>
End of year	<u><u>\$ 85,315,730</u></u>

See accompanying notes to the financial statements.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan

The following description of the Forum Energy Technologies, Inc. 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution plan established by Forum Energy Technologies, Inc., in July 2006 and has been adopted by certain of its affiliates (collectively referred to herein as the “Plan Sponsor “or” “Forum”). The Plan is designed and intended to operate as a safe harbor plan as defined by the Plan Document. The purpose of the Plan is to offer eligible employees of the Plan Sponsor a means to adopt a regular savings program and to provide a supplement to their retirement income. The Plan is administered by a Benefits Committee and an Investments Committee, both established by the Forum Board of Directors. The Plan is subject to the provisions of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan was amended and restated as of January 1, 2012 in order to expand participation in the Plan as a result of the recent corporate transactions and clarify certain Plan terms.

Plan Sponsor Acquisitions and Plan Mergers - From time to time, the Plan Sponsor will complete business acquisitions that lead to mergers of assets from plans of acquired businesses into the Plan. Effective January 7, 2014, the Blohm Voss Oil Tools, LLC 401(k) Profit Sharing Plan was merged with the Plan. Effective April 1, 2013, the Dynacon, Inc. 401(k) Plan was merged with the Plan.

The following acquisitions were completed during 2011, and the respective 401(k) Plans of the acquired businesses were merged with the Plan during 2012:

- In June 2011, Forum Energy Technologies, Inc. acquired SVP Products, Inc. (“SVP”) and Cannon Services, LLC (“CAN”). Both SVP and CAN employees became eligible to participate in the Plan in January 2012; and
- In April 2011, Forum Energy Technologies, Inc. acquired Phoenix Global, LLC (“PXG”). The PXG employees became eligible to participate in the Plan in January 2012.

Administration - The Plan Sponsor is responsible for the administration and operation of the Plan. Wells Fargo Bank, N.A. (“Wells Fargo” or the “Trustee”) is responsible for the custody and management of the Plan’s assets. Wells Fargo also provides record keeping and administrative services to the Plan.

Eligibility - An employee is eligible to participate in the Plan upon completing 30 days of continuous employment. Union employees, leased employees, non-resident aliens, interns, contractors, residents of Puerto Rico, and temporary employees are not eligible to participate in the Plan.

Participant Contributions - Participants in the Plan may elect to have up to 75 percent of their eligible compensation, as defined in the Plan Document, deferred on a before tax basis, subject to the federal tax law limits including Internal Revenue Code (“IRC”) Section 402(g) limits of \$17,500 in 2013. Participants who have attained the age of 50 before the close of the Plan year may make an additional before tax catch-up contribution of up to \$5,500 for 2013. A participant electing to make such contributions is allowed to further elect to have some or all of such contributions designated as Roth contributions made on an after tax basis and also subject to IRC Section 402(g) limits.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan (Continued)

Automatic Deferrals - Any employee who is eligible to make contributions to the Plan on a before tax basis will be automatically enrolled in the Plan and deemed to elect to make elective deferrals equal to 3% of his or her compensation beginning on the first day of the first full payroll period beginning on or immediately after 30 days after the date of such participant's entry date. The participant can positively elect to opt out of the Plan or change the deferral percentage. A participant's automatic deferrals shall be invested in the Plan's default investment fund, unless the participant makes his or her own investment election with respect to such deferrals.

Plan Sponsor Contributions - The Plan Sponsor makes matching contributions to each participant's account in an amount equal to 100 percent of the first 3 percent of compensation deferred by the employee and 50 percent of next 2 percent of compensation deferred by the employee. The Plan Sponsor in its sole discretion may make a profit sharing contribution to participants' accounts at an amount determined by the Plan Sponsor. A profit sharing contribution has been authorized for 2013 in the amount of \$2,356,761. During May 2014, the Plan Sponsor funded the profit sharing contribution in the amount of \$2,234,351 net of forfeitures used to reduce the Plan Sponsor's contribution totaling \$122,410.

Participant Accounts - Each participant's account is credited with the participant's contributions, Plan Sponsor matching contributions, Plan earnings or losses, expenses paid by the Plan and any Plan Sponsor discretionary profit sharing contribution. Allocations are based on participant earnings or account balances, as defined in the Plan Document. Participants may allocate their contributions at any time to any or all of the Plan's investment options in multiples of one percent. Subject to certain conditions, participants may rollover and transfer amounts distributed or distributable from another individual retirement arrangement or another qualified retirement plan to the Plan.

Vesting - Participants are immediately vested in all participant contributions and Plan Sponsor matching contributions and earnings thereon. Vesting in discretionary profit sharing contributions is based on years of service starting with 20% at the end of year one and increasing by 20% each year thereafter until full vesting is achieved after five years. The Plan takes into account a participant's service with companies acquired by Forum and includes certain special provisions for vesting and distributions for certain employees who were formerly participants in plans that were merged with the Plan.

Forfeitures - Forfeitures of non-vested accounts are first used to offset plan expenses and/or restore previously forfeited account balances, and any remaining forfeitures are used to reduce Plan Sponsor contributions. During 2013, no forfeitures were used to pay plan expenses. During 2013, \$306,006 of forfeitures were used to reduce Plan Sponsor profit sharing contributions. At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$122,410 and \$306,006, respectively.

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. A participant may have no more than two outstanding loans at any given time. Loan terms require repayment for a period not to exceed five years at a rate determined by the Plan Sponsor in accordance with the Plan Document. The notes receivable from participants include loans initiated by the participants from the merged plans, which also include loans that had terms of five years or more if used for the purchase of a primary residence. Loans are repaid ratably through payroll deductions. Upon termination of employment, a participant's loan is due in full. If the loan is not paid in full at termination, the outstanding balance will be considered a taxable distribution, and may be subject to penalty.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan (Continued)

Benefit Payments to Participants - Distributions and withdrawals from the Plan are governed by applicable Internal Revenue Service (“IRS”) regulations and provisions of ERISA. Penalties may apply in certain instances. The full value of a participant’s account becomes available upon retirement, full and permanent disability, or death. Upon termination of employment, a participant is entitled to receive the vested portion of his or her account balance. Participants may also receive in-service withdrawals from the Plan once they have attained age 59 ½ or if they are able to demonstrate a severe financial need, subject to certain provisions in the Plan Document.

Plan Amendment and Termination - It is the intention of the Plan Sponsor to continue the Plan indefinitely; however, the Plan may be amended at any time. No such amendment, however, may adversely affect the rights of participants in the Plan with respect to contributions made prior to the date of the amendment. In the event the Plan is terminated, each participant shall receive the full amount of Plan assets from his or her account.

2. Summary of Significant Accounting Policies

The following accounting policies, which conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”) and with the requirements of ERISA, have been used consistently in the preparation of the Plan’s financial statements and supplemental schedule.

Basis of Accounting - The Plan’s financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition - Investments in registered investment companies are based upon quoted market prices as reported by the Trustees. At December 31, 2013 and 2012, the Plan’s investments included interests in the Wells Fargo Collective Stable Return Fund (“Fixed Income Common/Collective Trust”) which are based on the fair value of the Fixed Income Common/Collective Trust’s underlying investments and on information reported by the Trustees using the audited financial statements of the Fixed Income Common/Collective Trust at the Plan’s year end. The Fixed Income Common/Collective Trust is accounted for at contract value and adjusted to fair value at year end. Contract value represents the accumulated contributions plus accrued net earnings, less distributions and represents the amount the participants would receive under a normal distribution from the Plan. The Plan’s interests in Wells Fargo Index Fund Common/Collective Trust are valued based on information reported by the investment advisor using the audited financial statements of this fund at year-end.

The statements of net assets available for benefits present an investment contract at fair value, as well as an additional line item showing an adjustment of the fully benefit-responsive contract from fair value to contract value. The objective of the collective trust fund is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology. The collective trust fund seeks to achieve this objective by investing in conventional, synthetic and separate account investment contracts issued by life insurance companies, banks and other financial institutions. The collective trust fund can be redeemed daily with a 30-day notice period and there were no unfunded commitments as of December 31, 2013.

2. Summary of Significant Accounting Policies (Continued)

Investments in pooled separate accounts and common/collective trusts are valued at the number of the Plan's units of participation multiplied by the unit value for the underlying investments. Unit value is based on the market value of the underlying investments less a management fee divided by the total number of outstanding units for the underlying investments. The underlying investments are either a single mutual fund or a portfolio of domestic or international stocks. These investments are valued by the sponsor of the pooled separate accounts based primarily on observable market data. The pooled separate accounts and common/collective trusts held by the Plan provide for daily redemptions by the Plan at the reported unit value with no advance notice requirement. The Plan has no unfunded commitments and no contractual obligations to further invest in the pooled separate accounts.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Benefit payments to participants - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts in the accompanying financial statements and notes to the financial statements. Actual results could differ from those estimates.

Risk and Uncertainties - The Plan provides for various investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate risk, financial market risk and credit risk. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the Plan's financial statements.

Subsequent Events - The Plan has evaluated all subsequent events and transactions through August 27, 2014, the date the financial statements were available for issuance, and has determined that no subsequent events have occurred that would require recognition in the financial statements or disclosures in the notes to the financial statements other than the merged plan discussed in Note 1.

3. Investments Certified by Trustees (Unaudited)

As permitted by ERISA, the Trustee has certified to the Plan Administrator that all investment amounts, including notes receivable from participants, and related investment activity, from which the accompanying financial statements and supplemental schedule of assets (held at end of year) have been prepared are complete and accurate as of December 31, 2013 and 2012, and for the year ended December 31, 2013. Accordingly, at the request of the Plan Administrator, the Plan's independent auditors have performed no audit procedures on the Plan's investments, and related activity, included in the Plan's financial statements and schedule, other than to agree the information to the Plan's certified Trustee's statements. All other information has been audited in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

3. Investments Certified by Trustees (Unaudited) (Continued)

The fair values of individual investments exceeding 5% of the Plan's net assets have been separately identified as follows:

	December 31,	
	2013	2012
Wells Fargo Collective Stable Return	\$ 9,225,490	\$ 9,424,629
PIMCO Total Return (ADMIN)	5,361,982	5,288,316
WF Advantage Dow Jones Target 2020	4,738,549	3,689,456
WF Advantage Dow Jones Target 2030	5,812,262	4,260,150
Fidelity Contrafund	5,055,157	3,732,393
WF Advantage Dow Jones Target 2040	5,354,795	3,491,272
Other	44,491,088	28,897,735
TOTAL INVESTMENTS AT FAIR VALUE	\$ 80,039,323	\$ 58,783,951

4. Party-In-Interest

Certain Plan investments are shares of funds managed by the Trustee. The Trustee receives certain fees paid by the Plan, certain fees paid by the participants, and other fees paid by the Plan's investment funds. Fees paid by the Plan include an annual Trustee fee, an annual per participant fee, and a payroll processing fee. Fees paid by the participant include fees charged for distributions and new loan set-up. Fees paid by the investment funds are revenue share fees for shareholder services provided to the funds, including 12(b)(1) fees, sub-transfer agent fees and other shareholder servicing fees. These fees are paid to the Trustee for handling certain duties for the fund companies that they would otherwise have to do such as sending out prospectuses. None of the 12(b)(1) fees or sub-transfer agent fees are shared with parties in interest to the Plan.

5. Income Tax Status

The IRS has determined and informed the Plan Sponsor by a letter dated May 2, 2011, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has since been amended; however, the Plan Sponsor believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes the Plan is no longer subject to income tax examinations for years prior to 2010.

6. Fair Value Measurements

U.S. GAAP defines fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP also establishes a framework for measuring fair value, and expands disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs). The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant input and significant value drivers are observable in active markets.

Level 3 - Valuations with one or more unobservable significant inputs that reflect the reporting entity's own assumptions.

In some cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible.

The methods used to value investments may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The carrying amounts of receivables and notes receivable from participants reflected in the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012 approximate their fair values due to their short-term nature or their interest rates reflective of current market rates and are not included in the fair value hierarchy table.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

6. Fair Value Measurements (Continued)

The following fair value hierarchy table presents information about the Plan's investments measured at fair value on a recurring basis as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Fixed Income	\$ 8,134,286	\$ -	\$ -	\$ 8,134,286
Balanced/Asset Allocation	29,681,646	-	-	29,681,646
International	4,734,167	-	-	4,734,167
Large Cap	11,074,643	-	-	11,074,643
Mid Cap	4,157,795	-	-	4,157,795
Small Cap	6,750,613	-	-	6,750,613
Common/collective trust fund	-	15,506,173	-	15,506,173
Total investments measured at fair value	<u>\$ 64,533,150</u>	<u>\$ 15,506,173</u>	<u>\$ -</u>	<u>\$ 80,039,323</u>

The following fair value hierarchy table presents information about the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Fixed Income	\$ 7,976,962	\$ -	\$ -	\$ 7,976,962
Balanced/Asset Allocation	19,390,775	-	-	19,390,775
International	3,525,990	-	-	3,525,990
Large Cap	7,902,869	-	-	7,902,869
Mid Cap	2,610,955	-	-	2,610,955
Small Cap	4,177,787	-	-	4,177,787
Common/collective trust fund	-	13,198,613	-	13,198,613
Total investments measured at fair value	<u>\$ 45,585,338</u>	<u>\$ 13,198,613</u>	<u>\$ -</u>	<u>\$ 58,783,951</u>

The determination of the fair values above incorporates various factors required under Accounting Standards Codification No. 820. The Plan's valuation methodology used to measure the fair values of registered investment companies were derived from quoted closing market prices traded in active markets. The fair values of common/collective trusts ("CCT") were based on the price/net asset value for a CCT directly received from the Trustee, which is based on the value of the underlying securities as reported by the investment advisor using the audited financial statements of the fund at year-end.

The CCT Fixed income fund invests in a variety of investment contracts and instruments issued by selected high-quality insurance companies and financial institutions. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. The CCT Index fund invests primarily in the same stocks in approximately the same percentages as the stocks that make up the S&P 500 Index. This fund intends to remain 95% invested in the stocks comprising the Index and the remaining 5% of the fund's assets is invested in cash reserves.

Forum Energy Technologies, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits from the financial statements to the Schedule H of Form 5500:

	December 31,	
	2013	2012
Net assets available for plan benefits per the financial statements	\$ 85,315,730	\$ 61,345,084
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts	<u>74,675</u>	<u>265,625</u>
Net assets available for plan benefits per Form 5500, Schedule H, Part I, Line 11	<u><u>\$ 85,390,405</u></u>	<u><u>\$ 61,610,709</u></u>

The following is a reconciliation of the change in net assets available for benefits from the financial statements to the Schedule H of Form 5500:

	Year Ended December 31, 2013
Net increase in net assets per the financial statements	\$ 19,225,881
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts for 2013	74,675
Adjustment from contract value to fair value for interest in common/collective trust fund relating to fully benefit- responsive investment contracts for 2012	<u>(265,625)</u>
Net income per Form 5500, Part II, Line 2k	<u><u>\$ 19,034,931</u></u>

Supplemental Schedule

Forum Energy Technologies, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

EIN # 61-1488595
Plan 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	American Beacon	American Beacon International Equity	**	\$ 745,575
	American Century	American Century Inflation Adjusted Bond (Inv)	**	1,144,827
	American Funds	American FDS Fundamental Investors R4	**	1,308,338
	American Funds	American Funds Europacific R4	**	2,281,636
	Columbia	Columbia Acorn International Fund Z	**	1,006,062
	Fidelity	Fidelity Contrafund	**	5,055,157
	Fidelity	Fidelity Puritan Fund	**	1,688,839
	Fidelity	Fidelity Small Cap Value Fund	**	882,445
	Funds	Franklin Strategic Inc A	**	1,080,999
	Janus	Janus Overseas	**	356,818
	JP Morgan	JP Morgan High Yield Funds SS	**	546,478
	Lazard	Lazard Emerging Markets Equity	**	344,076
	Morgan Stanley Institutional Funds	MSIF Mid Cap Growth PTF	**	2,882,146
	Perkins	Perkins Mid Cap Value (T)	**	1,275,649
	PIMCO	PIMCO Total Return (ADMIN)	**	5,361,982
	T. Rowe Price	T. Rowe Price Equity Income	**	3,022,309
	T. Rowe Price	T. Rowe Price New Horizons	**	3,503,230
	T. Rowe Price	T. Rowe Price Small Cap Stock	**	2,364,938
*	Wells Fargo	Wells Fargo Collective Stable Return	**	9,225,490
*	Wells Fargo	WF Collective (BGI) S&P 500 Index	**	4,058,256
*	Wells Fargo	WF S&P Midcap Index Fund N	**	1,374,150
*	Wells Fargo	WF Russell 2000 Index Fund N	**	848,277
*	Wells Fargo	WF Advantage Dow Jones Target 2010	**	869,778
*	Wells Fargo	WF Advantage Dow Jones Target 2015	**	1,209,931
*	Wells Fargo	WF Advantage Dow Jones Target 2020	**	4,738,549
*	Wells Fargo	WF Advantage Dow Jones Target 2025	**	2,729,855
*	Wells Fargo	WF Advantage Dow Jones Target 2030	**	5,812,262
*	Wells Fargo	WF Advantage Dow Jones Target 2035	**	2,572,130
*	Wells Fargo	WF Advantage Dow Jones Target 2040	**	5,354,795
*	Wells Fargo	WF Advantage Dow Jones Target 2045	**	1,892,974
*	Wells Fargo	WF Advantage Dow Jones Target 2050	**	3,192,752
*	Wells Fargo	WF Advantage Dow Jones Target 2055	**	1,034,989
*	Wells Fargo	WF Advantage Dow Jones Target Today	**	273,631
*	Notes receivable from participants	Loans to participants with interest rates ranging from 3.25% to 9.75% due through October 2040	-	2,984,483
	Total			<u>\$ 83,023,806</u>

* Denotes a party-in-interest to the Plan.

** Cost information not provided as assets are participant directed.

See independent auditor's report.