

OIL STATES INTERNATIONAL INC

Form 8-A12B

February 06, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

OIL STATES INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State of Incorporation or Organization)

76-0476605
(IRS Employer Identification No.)

THREE ALLEN CENTER
333 CLAY STREET, SUITE 3460
HOUSTON, TEXAS 77002
(Address of Principal Executive Offices and Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:
333-43400.

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

Title of Each Class ----- To Be So Registered	Name Of Each Exchange On Which ----- Each Class Is To Be Registered
Common Stock, par value \$.01 per share	New York Stock Exchange

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

None
(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby is the common stock, par value \$.01 per share (the "Common Stock"), of Oil States International, Inc., a Delaware corporation (the "Company").

A description of the Company's Common Stock will be set forth under the caption "Description of Capital Stock" in the prospectus to be filed by the Company pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus will constitute a part of the Company's Registration Statement on Form S-1, as amended (Registration No. 333-43400) (the "Form S-1 Registration Statement") initially filed with the Securities and Exchange Commission on August 10, 2000. Such prospectus, in the form in which it is so filed, shall be deemed to be incorporated herein by reference.

ITEM 2. EXHIBITS.

Exhibit
Number

- 1. Form of Amended and Restated Certificate of Incorporation of the Registrant -- incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement
- 2. Form of Amended and Restated Bylaws of the Registrant -- incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement
- 3. Form of Common Stock Certificate -- incorporated herein by reference to Exhibit 4.1 to the Form S-1 Registration Statement
- 4. Form of Amended and Restated Registration Rights Agreement of the Registrant -- incorporated herein by reference to Exhibit 4.2 to the Form S-1 Registration Statement.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

OIL STATES INTERNATIONAL, INC.

Date: February 5, 2001

By: /s/ CINDY B. TAYLOR

Name: Cindy B. Taylor
Title: Senior Vice President and
Chief Financial Officer

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Exhibit Index

Exhibit
Number: Description:

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