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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

October 2, 2015

Date of Report (Date of earliest event reported)

FMC Technologies, Inc.

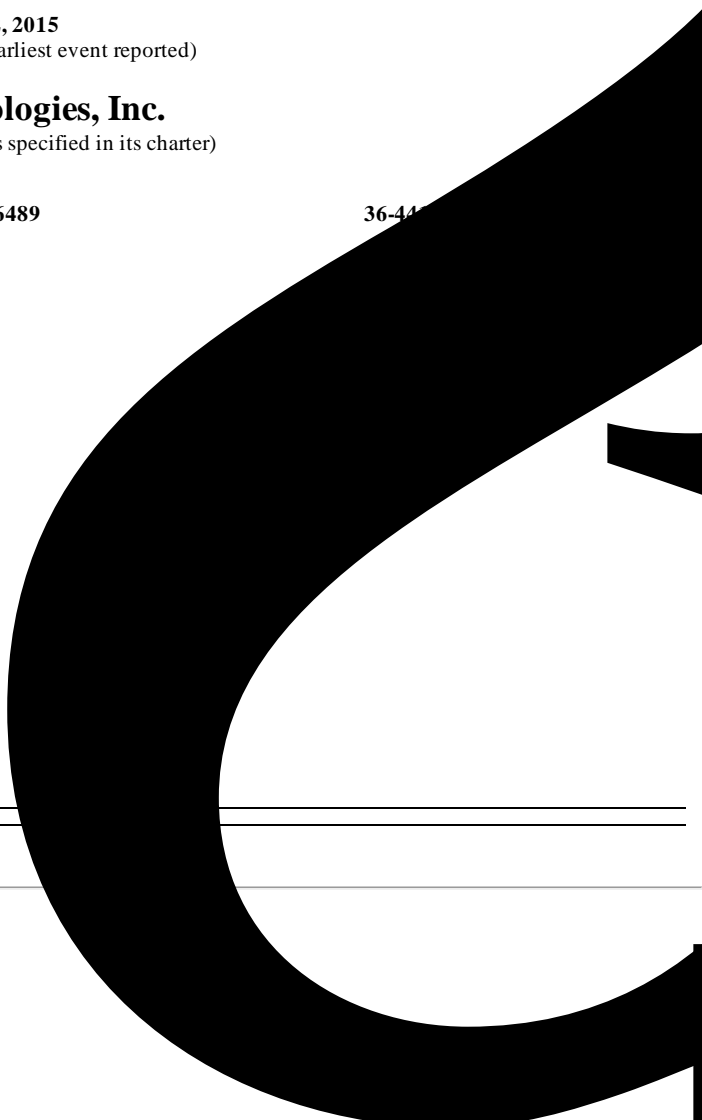
(Exact name of registrant as specified in its charter)

Delaware

001-16489

36-44

(State)





Pursuant to the requirements of the Securities Exchange Act of 1934, the undersigned hereby certifies that the foregoing information is true and correct, and that the undersigned is a duly authorized officer or director of the issuer.

undersigned

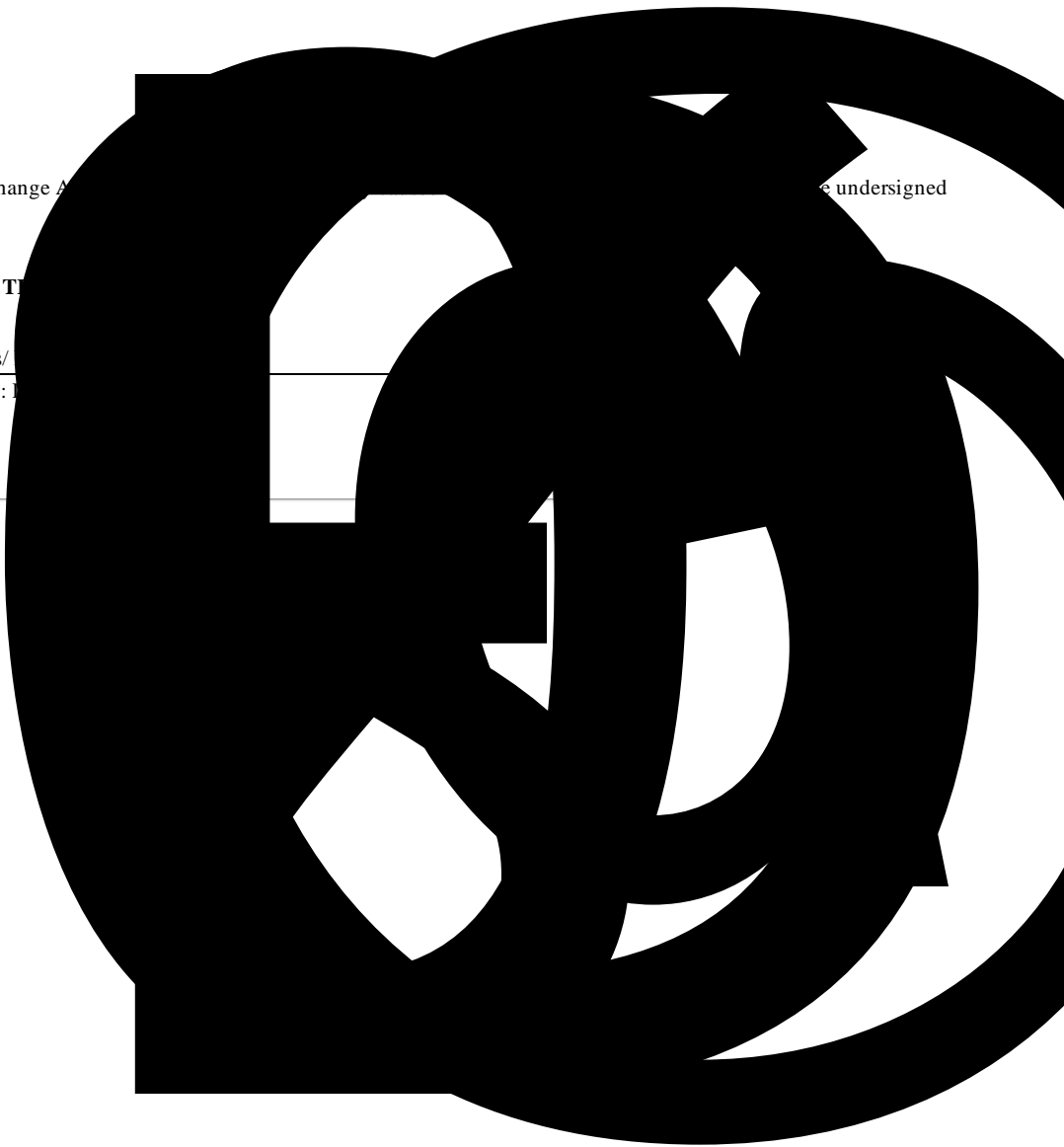
FMC T

By: /s/

Name: \_\_\_\_\_

Dated: October 5, 2015

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Amended and Restated By-Laws of FMC Technologies, Inc.
99.1	News Release issued by FMC Technologies, Inc. dated October 5, 2015

**AMENDED AND RESTATED  
BY-LAWS  
OF  
FMC TECHNOLOGIES, INC.**

**October 2, 2015**

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SECTION 3.4 Notice of Stockholder Business and Nominations.

(A) Notices for Annual Meetings of Stockholders.

- (1) . Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in these By-Laws, who is entitled to vote at the meeting and who complies with the notice procedures set forth in these By-Laws.
  - (2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to Section 3.4(A)(1)(c) of these By-Laws, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following 3t oEo,oX y stocknA
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than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

(3) . Each proposing stockholder and beneficial owner, if any, on whose behalf a director nomination or business proposal is made, must provide the following information in the notice: (a) name, address and telephone number of the stockholder; (b) the number of shares of common stock owned by the stockholder; (c) the date of acquisition of the shares; (d) the number of shares of common stock that the stockholder proposes to be elected as a director; (e) the date of the proposal; and (f) the name and address of the stockholder's attorney.



- beneficial owner, if any, on whose behalf the proposal is made; and
- (c) The text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the By-Laws, the language of the proposed amendment).
- (5) . In addition to the information required in Section 3.4(A)(3), all of the following information about each proposed director nominee must be included in a stockholder's director nomination notice:
- (a) Name, age, business address, residence address, principal occupation or employment (present and for the past five (5) years) and qualifications of such person;
  - (b) The class and number of shares of the Corporation that are owned beneficially and of record by such person;
  - (c) All information relating to such nominee that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act");
  - (d) Such person's written consent to being named in the proxy statement as a nominee and to serving as a director, if elected;
  - (e) Such person's independence, any voting commitments and/or other obligations such person will be bound by as a director, and any material relationships, agreements, arrangements or understandings between such person and (1) the nominating stockholder or (2) the beneficial owner, if any.
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as of ten (10) business days prior to the meeting or any adjournment or postponement thereof).

(B) Notice for fo§

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4.3 of the By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 4.1 of the By-Laws.

SECTION 3.7 Inspectors of Elections; Opening and Closing the Polls. The Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the presiding officer of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by law. The presiding officer of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

SECTION 3.8 Stockholder Action by Written Consent. Except as otherwise provided by the Certificate of Incorporation, any action required or permitted to be taken by stockholders may be taken only upon the vote of the stockholders at a duly called annual or special meeting of stockholders and may not be taken by written consent of stockholders pursuant to the General Corporation Law of the State of Delaware.

## ARTICLE IV

### BOARD OF DIRECTORS

SECTION 4.1 Number, Tenure and Qualifications. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the number of directors of the Corporation shall be fixed, and may be increased or decreased from time to time, exclusively by resolution approved by the affirmative vote of a majority of the Whole Board. Commencing with the annual meeting of stockholders to be held in 2013 (the "2013 Annual Meeting") and at each annual meeting of stockholders thereafter, all director nominees, other than those who may be elected by the holders of any class or series of Preferred Stock as set forth in the Certificate of Incorporation, shall be elected annually for a term of one year and shall hold office until the next succeeding annual meeting; provided, however, that each director elected to a three-year term prior to the 2013 Annual Meeting shall continue in office for the remainder of such three-year term, unless his or her term is sooner terminated ~~R/nle0 e3ghat0n, e3ilemand i7pui lifications~~

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SECTION 4.2 Removal of Directors. Subject to the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, any director or the entire Board of Directors may be removed from office at any time with or without cause, but only by the affirmative vote of the holders of at least 80 percent of the total voting power of all outstanding shares of Voting Stock, voting together as a single class.

SECTION 4.3 Vacancies on Board. Subject to applicable law and the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, reR, rc,

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(E) Action by Consent of Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors

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(A) Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors, of the Executive Committee and of the stockholders of the Corporation. He shall perform such other duties as may from time-to-time be assigned to him by the Board of Directors.

(B) Chief Executive Officer. The Chief Executive Officer of the Corporation shall be in general charge and supervision of the affairs of the Corporation.

(C) Vice Chairman. The Vice Chairman shall perform such duties as from time-to-time may be assigned to him or her by the Chairman of the Board or the Chief Executive Officer of the Corporation.

(D) President. The President shall perform such duties as from time-to-time may be assigned to him or her by the Board of Directors or the Chief Executive Officer of the Corporation.

(E) Vice r h<sup>NE</sup>

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the provisions of applicable state escheat or abandoned property laws. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and accordingly is not bound to recognize any equitable or other claim or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly otherwise provided by the laws of the State of Delaware.

**ARTICLE VIII**

**DEPOSITARIES AND CHECKS**

Depositaries of the funds of the Corporation shall be designated by the Board of Directors; and all checks on such funds shall be signed by such officers or other employees of the Corporation as the Board of Directors from time to time may designate.

**ARTICLE IX**

**WAIVER OF NOTICE**

Any notice required to be given rectoEcho0

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**ARTICLE XI XI X**





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SECTION 12.3 If a claim under Section 12.1 of this Article XII is not paid in full by the Corporation within thirty (30) days after a written claim pursuant to Section 12.2 of this Article XII has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, Independent Counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, or the failure of the Corporation to make such a determination prior to the commencement of such action, shall constitute a defense to any such action.

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each such director or officer, and each such agent or employee to which rights to indemnification have been granted as provided in Section 12.8 of this Article XII, shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage thereunder for any such director, officer, employee or agent.

SECTION 12.8 The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent or class of employees or agents of the Corporation (including the heirs, executors, administrators or estate of each such person) to the fullest extent of the provisions of this Article XII with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

SECTION 12.9 If any provision or provisions of this Article XII shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (1) the validity, legality and enforceability of the remaining provisions of this Article shall not be affected.

