

OCEANEERING INTERNATIONAL INC  
Form SD  
May 25, 2018

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

FORM SD  
Specialized Disclosure Report

OCEANEERING INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware                                      1-10945      95-2628227  
(State or other jurisdiction              (Commission (IRS Employer  
of incorporation or organization) File Number) Identification No.)

11911 FM 529  
Houston, TX                                      77041  
(Address of principal executive offices) (Zip Code)

David K. Lawrence  
Senior Vice President, General Counsel and Secretary  
(713) 329-4500  
(Name and telephone number, including area code, of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

ý Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2017

---

Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Conflict Minerals Disclosure

This disclosure on Form SD (the “Form SD”) for the year ended December 31, 2017 is presented to comply with Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”). The Rule was adopted by the Securities and Exchange Commission (“SEC”) to implement reporting and disclosure requirements related to Conflict Minerals as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”). The Rule imposes certain reporting obligations on SEC reporting companies that manufacture or contract to manufacture products and any one or more of the minerals specified in the Rule are necessary to the functionality or production of those products. The specified minerals are gold, as well as columbite-tantalite (coltan), cassiterite and wolframite and their respective derivatives tantalum, tin and tungsten (collectively, the “Covered Minerals”). As used in this Form SD, “Oceaneering,” “we,” “our” and “us” refer to Oceaneering International, Inc. and its consolidated subsidiaries.

Oceaneering has conducted a reasonable country of origin inquiry of its suppliers to determine whether any Conflict Minerals necessary to the functionality or production of a product manufactured or contracted to be manufactured by Oceaneering during 2017 originated in the Democratic Republic of the Congo or an adjoining country, as defined by paragraph (d)(1) of Item 1.01 of Form SD. Oceaneering exercised due diligence on the source and chain of custody of its Covered Minerals that conforms materially to the Organization for Economic Cooperation and Development (OECD) Due Diligence Framework for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas.

A copy of this Form SD and the Conflict Minerals Report, filed as Exhibit 1.01 hereto, are publicly available on our Web site at <http://www.oceaneering.com/corporate-social-responsibility/ethics-and-compliance>.

Item 1.02 Exhibit

We have included as an exhibit to this Form SD the Conflict Minerals Report required by Item 1.01.

Section 2 – Exhibits

Item 2.01 Exhibits

Exhibit 1.01 – Conflict Minerals Report.

SIGNATURES

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

OCEANEERING INTERNATIONAL, INC.

By: /s/ DAVID K. LAWRENCE

David K. Lawrence

Senior Vice President, General Counsel and Secretary

Date: May 25, 2018