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OIL STATES INTERNATIONAL INC  
Form 8-K  
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): SEPTEMBER 23, 2002

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

DELAWARE	1-16337	76-0476605
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

THREE ALLEN CENTER  
333 CLAY STREET, SUITE 3460  
HOUSTON, TEXAS 77002  
(Address of principal executive offices)

(713) 652-0582  
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

(a) On September 23, 2002, the Company entered into Amendment No. 1 ("Amendment No. 1") to its Credit Agreement, dated as of February 14, 2001 by and among the Company, PTI Group Inc., the Lenders named therein, Credit Suisse First Boston, as Administrative Agent and U.S. Collateral Agent, and Credit Suisse First Boston (formerly Credit Suisse First Boston Canada), as Canadian Administrative Agent and Canadian Collateral Agent (the "Credit Agreement"). Amendment No. 1 provides for certain changes to the Company's covenants regarding acquisitions.

(b) On December 12, 2002, the Company entered into Amendment No. 2 ("Amendment No. 2") to the Credit Agreement. Amendment No. 2 extends the maturity date of the Credit Agreement to January 25, 2005 and increases the committed availability thereunder from \$150 million to \$168 million.

(c) On February 13, 2003, Oil States International, Inc. (the "Company"), SCF-III, L.P. and SCF-IV, L.P. entered into an Underwriting Agreement with Credit Suisse First Boston LLC and Goldman, Sachs & Co., as representatives of the underwriters named therein, in connection with the sale by SCF-III, L.P. and SCF-IV, L.P. of up to 7,000,000 shares of common stock of the Company, plus up to an additional 1,050,000 shares solely to cover

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over-allotments, if any.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Financial Statements - Not applicable
- (b) Pro-Forma Financial Information - Not applicable
- (c) Exhibits
  - 1.1 Underwriting Agreement dated as of February 13, 2003 by and among Oil States International, Inc., SCF-III, L.P., SCF-IV, L.P., Credit Suisse First Boston LLC and Goldman Sachs & Co., as representatives of the underwriters named therein.
  - 10.1 Amendment No. 1, dated as of September 23, 2002, to the Credit Agreement, dated as of February 14, 2001 by and among the Company, PTI Group Inc., the Lenders

named therein, Credit Suisse First Boston, as Administrative Agent and U.S. Collateral Agent, and Credit Suisse First Boston (formerly Credit Suisse First Boston Canada), as Canadian Administrative Agent and Canadian Collateral Agent (the "Credit Agreement").

- 10.2 Amendment No. 2, dated as of December 12, 2002, to the Credit Agreement.

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 undersigned hereunto duly authorized.

OIL STATES INTERNATIONAL, INC.

By: /s/ ROBERT W. HAMPTON

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Name: Robert W. Hampton  
Title: Vice President - Finance and  
Accounting and Secretary

Dated: February 14, 2003

EXHIBIT INDEX

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EXHIBIT NUMBER -----	DESCRIPTION -----
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