

MCDERMOTT INTERNATIONAL INC
Form DEFA14A
March 24, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

McDermott International, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 6, 2014.**

MCDERMOTT INTERNATIONAL, INC.

Meeting Information

Meeting Type: Annual Meeting
Date: May 6, 2014 **Time:** 10:00 a.m., local time
For holders as of: March 7, 2014
Location: The Westin Houston Hotel
945 Gessner Road
Houston, Texas 77024

MCDERMOTT INTERNATIONAL, INC.

757 N. ELDRIDGE PKWY

HOUSTON, TX 77079

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive paper or e-mail copies of these documents, you must request them. There is NO charge for requesting copies. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 22, 2014 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

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Vote In Person: Please review the proxy materials for the requirements for admission to the meeting. Please note that you may be asked to present valid photo identification and proof of share ownership when you check in for registration prior to the meeting. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com to transmit your voting instructions and to request electronic delivery of information up until 11:59 p.m., Eastern Time, on May 5, 2014 (May 1, 2014 for participants in McDermott's Thrift Plan). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail or Telephone: You can vote by mail or telephone by requesting paper copies of the materials, which will include a proxy card with further instructions.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. To elect eight members to our Board of Directors, each for a term of one year.

Nominees:

- | | |
|--------------------------|------------------------------|
| 01) John F. Bookout, III | 05) Gary P. Luquette |
| 02) Roger A. Brown | 06) William H. Schumann, III |
| 03) David Dickson | 07) Mary L. Shafer-Malicki |
| 04) Stephen G. Hanks | 08) David A. Trice |

The Board of Directors recommends you vote FOR the following proposals:

2. Advisory vote to approve named executive officer compensation.
3. Approval of our 2014 Long-Term Incentive Plan.
4. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2014.

