

MDR Reverse Stock Split

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions
Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name McDermott International, Inc.		2 Issuer's employer identification number (EIN) 72-0593134	
3 Name of contact for additional information Scott Lamb	4 Telephone No. of contact 832-513-1068	5 Email address of contact Scott.Lamb@McDermott.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 757 N. Eldridge Pkwy.		7 City, town, or post office, state, and ZIP code of contact Houston, TX 77079	
8 Date of action May 9, 2018		9 Classification and description common stock	
10 CUSIP number 580037109; 580037703	11 Serial number(s)	12 Ticker symbol MDR	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Effective at 11:59 P.M. (New York City time) on May 9, 2018, McDermott International, Inc. ("McDermott") completed a 3-to-1 reverse split of McDermott common stock pursuant to which every three shares of McDermott common stock were automatically combined into one share (the "Reverse Stock Split"). No fractional shares were issued. Instead, any fractional share interest resulting from the Reverse Stock Split was rounded up to the nearest whole share. For more information on the Combination, please see the joint proxy statement/prospectus filed with the Securities and Exchange Commission on March 29, 2018 (the "Proxy Statement/Prospectus"), which can be found at <https://www.sec.gov/Archives/edgar/data/708819/000119312518102099/d464429d424b3.htm>.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The Reverse Stock Split is intended to qualify as a "reorganization" within the meaning of IRC Section 368(a). As a result, the aggregate tax basis of the shares of McDermott common stock received by a U.S. holder (as defined in the Proxy Statement/Prospectus) in the Reverse Stock Split will be the same as the aggregate tax basis in the shares of McDermott common stock surrendered by such U.S. holder in the Reverse Stock Split.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See item 15 above.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 354(a), 358, 367(a), and 368(a).

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Please see pages 42-44 of the Proxy Statement/Prospectus for further general U.S. tax consequences of the Reverse Stock Split.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶

Date ▶

6/20/18

Print your name ▶

WILLIAM G. LAMB

Title ▶

VICE PRESIDENT-TAX

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	