

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Chatterjee Fund Management LP</b>		<b>MCDERMOTT INTERNATIONAL INC [ MDR ]</b>		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)                      (First)                      (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>888 SEVENTH AVE, 37TH FLOOR,</b>		<b>11/14/2019</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK, NY 10106</b>				<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)                      (State)                      (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$1.00 per share	11/14/2019		X		107500	A	\$6	18383742	D (1)	
Common Stock, par value \$1.00 per share	11/14/2019		X		7500	A	\$7	18391242	D (1)	
Common Stock, par value \$1.00 per share	11/14/2019		X		20000	A	\$8	18411242	D (1)	
Common Stock, par value \$1.00 per share	11/15/2019		X		2266400	A	\$6	20677642	D (1)	
Common Stock, par value \$1.00 per share	11/15/2019		X		563300	A	\$7	21240942	D (1)	
Common Stock, par value \$1.00 per share	11/15/2019		X		794200	A	\$8	22035142 (2)	D (1)	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Put Option (obligation to buy)	\$6	11/14/2019		X			107500	(3)	11/15/2019	Common Stock	107500	\$0	2266400 (4)	D (1)	
Put Option (obligation to buy)	\$7	11/14/2019		X			7500	(3)	11/15/2019	Common Stock	7500	\$0	563300 (5)	D (1)	
Put Option (obligation to buy)	\$8	11/14/2019		X			20000	(3)	11/15/2019	Common Stock	20000	\$0	794200 (6)	D (1)	
Put Option (obligation to buy)	\$6	11/15/2019		X			2266400	(3)	11/15/2019	Common Stock	2266400	\$0	0	D (1)	
Put Option (obligation to buy)	\$7	11/15/2019		X			563300	(3)	11/15/2019	Common Stock	563300	\$0	0	D (1)	
Put Option (obligation to buy)	\$8	11/15/2019		X			794200	(3)	11/15/2019	Common Stock	794200	\$0	0	D (1)	

### Explanation of Responses:

- This Form 4 is being filed jointly by (each a "Reporting Person" and, collectively, the "Reporting Persons") (i) CCF Chatterjee Charitable Foundation ("CCF"), (ii) MCPI Holdings Limited ("MCPI"), (iii) Labvantage Solutions Technologies Limited ("LVST"), (iv) TCG Lifesciences Limited ("TCGLF"), (v) CSL Holdings Limited ("CSL"), (vi) Chatterjee Fund Management, L.P. ("CFM") and (vii) Purnendu Chatterjee, as the general partner of CFM and trustee of CCF. Each Reporting Person disclaims beneficial ownership of the securities reported herein as owned, beneficially or of record, except to the extent of any pecuniary interest therein.
- Consists of 600,000 shares of common stock of the Issuer, par value \$1.00 per share ("Common Stock"), held by CCF, 5,573,900 shares of Common Stock held by MCPI, 7,431,042 shares of Common Stock held by CFM and 8,430,200 shares of Common Stock held by LVST. TCGLF is filing in its capacity as

the parent company of LVST and CSL is filing in its capacity as the parent company of TCGLF. CFM is the direct parent company of CSL and MCPI.

- (3) These options are currently exercisable.
- (4) Consists of 250,000 put options written by CFM, 1,415,800 put options written by LVST and 600,600 put options written by MCPI.
- (5) Consists of 563,300 put options written by MCPI.
- (6) Consists of 794,200 put options written by MCPI.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Chatterjee Fund Management LP</b> 888 SEVENTH AVE, 37TH FLOOR NEW YORK, NY 10106		X		
<b>Chatterjee Charitable Foundation</b> 888 SEVENTH AVE, 37TH FLOOR NEW YORK, NY 10106		X		
<b>MCPI Holdings Ltd</b> C/O IQ EQ CORPORATE SERVICES 33, EDITH CAVELL STREET PORT-LOUIS, O4 11324		X		
<b>Labvantage Solutions Technologies Ltd</b> C/O IQ EQ CORPORATE SERVICES 33, EDITH CAVELL STREET PORT-LOUIS, O4 11324		X		
<b>TCG Lifesciences Ltd</b> C/O IQ EQ CORPORATE SERVICES 33, EDITH CAVELL STREET PORT-LOUIS, O4 11324		X		
<b>CSL Holdings Ltd</b> C/O IQ EQ CORPORATE SERVICES 33, EDITH CAVELL STREET PORT-LOUIS, O4 11324		X		
<b>CHATTERJEE PURNENDU</b> 888 SEVENTH AVENUE, 37TH FLOOR NEW YORK, NY 10106		X		

**Signatures**

See Signatures included in Exhibit 99.1

11/18/2019

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## Form 4 List of Reporting Owners and Signature Page

**Name of designated filer:** Chatterjee Fund Management, L.P.

**Other joint filers:** Chatterjee Charitable Foundation, MCP Holdings Limited, Labvantage Solutions Technologies Limited, TCG Lifesciences Limited, CSL Holdings Limited, Purnendu Chatterjee

**Address for Chatterjee Fund Management, L.P., Chatterjee Charitable Foundation and Purnendu Chatterjee is:** 888 Seventh Avenue, 37th Floor, New York, NY 10106

**Address for MCP Holdings Limited, Labvantage Solutions Technologies Limited, TCG Lifesciences Limited and CSL Holdings Limited is:** c/o IQ EQ Corporate Services, 33, Edith Cavell Street Port-Louis, 11324, Mauritius

**Date of Event Requiring Statement:** November 14, 2019

**Issuer Name and Ticker or Trading Symbol:** McDermott International Inc. [MDR]

**CHATTERJEE CHARITABLE FOUNDATION**

By: /s/ Purnendu Chatterjee  
 Name: Purnendu Chatterjee  
 Title: Trustee

**MCPI HOLDINGS LIMITED**

By: /s/ Purnendu Chatterjee  
 Name: Purnendu Chatterjee  
 Title: Director

**LABVANTAGE SOLUTIONS TECHNOLOGIES LIMITED**

By: /s/ Purnendu Chatterjee  
 Name: Purnendu Chatterjee  
 Title: Director

**TCG LIFESCIENCES LIMITED**

By: /s/ Purnendu Chatterjee  
 Name: Purnendu Chatterjee  
 Title: Director

**CSL HOLDINGS LIMITED**

By: /s/ Purnendu Chatterjee  
 Name: Purnendu Chatterjee  
 Title: Director

**CHATTERJEE FUND MANAGEMENT, LP**

By: /s/ Purnendu Chatterjee  
 Name: Purnendu Chatterjee  
 Title: General Partner

/s/ Purnendu Chatterjee

