

Item 5.07 Submission of Matters to a Vote of Security Holders.***Results of Annual Meeting of Stockholders***

We held our 2013 Annual Meeting of Stockholders (the “Annual Meeting”) on Tuesday, May 7, 2013, in Houston, Texas. Set forth below are the final voting results on each matter submitted to a vote of stockholders at the Annual Meeting. Each proposal is described in more detail in our Proxy Statement for the Annual Meeting dated March 28, 2013.

Proposal 1: The stockholders elected each of the eight director nominees to our Board of Directors for a one-year term, with the voting results as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------|------------------|-----------------------|-------------------------|
| John F. Bookout, III | 192,667,089 | 1,823,289 | 22,299,649 |
| Roger A. Brown | 192,274,600 | 2,215,778 | 22,299,649 |
| Stephen G. Hanks | 192,555,235 | 1,935,143 | 22,299,649 |
| Stephen M. Johnson | 189,087,278 | 5,403,100 | 22,299,649 |
| D. Bradley McWilliams | 192,571,778 | 1,918,600 | 22,299,649 |
| William H. Schumann, III | 192,769,747 | 1,720,631 | 22,299,649 |
| Mary L. Shafer-Malicki | 192,804,697 | 1,685,681 | 22,299,649 |
| David A. Trice | 192,521,727 | 1,968,651 | 22,299,649 |

Proposal 2: The stockholders approved, on an advisory basis, our named executive officer compensation, with the voting results as follows:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|----------------|--------------------|-------------------------|
| 186,754,177 | 7,073,926 | 662,275 | 22,299,649 |

Proposal 3: The stockholders ratified the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2013, with the voting results as follows:

| For | Against | Abstentions |
|-------------|----------------|--------------------|
| 216,085,499 | 463,599 | 240,929 |

A copy of our press release announcing the results of the Annual Meeting is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release Announcing the Results of the Annual Meeting dated May 7, 2013.

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 thereunto duly authorized.

McDERMOTT
INTERNATIONAL, INC.

By: /s/ Perry L. Elders
Perry L. Elders
Senior Vice President
and Chief Financial
Officer

May 7, 2013