

**RIGNET, INC.**  
Reported by  
**PICKETT STEVEN EDWARD**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 06/02/17 for the Period Ending 05/31/17

Address	15115 PARK ROW BOULEVARD, SUITE 300 HOUSTON, TX 77084
Telephone	281-674-0100
CIK	0001162112
Symbol	RNET
SIC Code	4899 - Communications Services, Not Elsewhere Classified
Industry	Oil Related Services and Equipment
Sector	Energy
Fiscal Year	12/31

# FORM 4

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

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## 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

<b>1. Name and Address of Reporting Person *</b> <b>PICKETT STEVEN EDWARD</b> (Last) (First) (Middle) <b>C/O RIGNET, INC., 15115 PARK ROW BLVD., STE 300</b> (Street) <b>HOUSTON, TX 77084</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>RigNet, Inc. [ RNET ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b> <p align="center"><b>5/31/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	5/27/2017		M	(1)	3929	A	\$0.00	3929	D	

**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				
Restricted Stock Unit	(2)	5/31/2017		M		3929		(1)	(1)	Common Stock (2)	3929	(2)	11788	D	
Restricted Stock Unit	(2)							(3)	(3)	Common Stock (2)	12404		12404	D	
Performance Unit	(4)							(5)	(5)	Common Stock (4)	328		328	D	
Stock Options	(6)							(6)	5/27/2026	Common Stock	100000		100000	D	

**Explanation of Responses:**

- (1) On May 27, 2016, the reporting person was granted 15,717 restricted stock units, of which 1/4 of the shares subject to the restricted stock units vested on May 31, 2017. The common stock into which such vested restricted stock units converted on May 31, 2017 is reported on Table I on this Form 4. The remaining unvested restricted stock units will continue to vest in equal annual installments until fully vested on May 31, 2020.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (3) These restricted stock units vest in four equal annual installments beginning March 19, 2018 and will be fully vested on March 19, 2021.
- (4) Each performance unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2010 Omnibus Incentive Plan, as amended. On March 10, 2016, the reporting person was awarded a target number of performance units ("PUs") which were subject to the achievement of certain pre-established metrics over a one-year performance period which began on January 1, 2016 and ended December 31, 2016. On March 15, 2017, the Compensation Committee of the Issuer's Board of Directors certified the performance metrics and determined the number of PUs that were earned by the reporting person.
- (5) The PUs become payable on July 1, 2019, but may be settled earlier upon certain circumstances as defined in the Issuer's Performance Unit Award Agreement.
- (6) These options vest in four equal annual installments beginning May 31, 2017 and will be fully vested on May 31, 2020.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>PICKETT STEVEN EDWARD</b> <b>C/O RIGNET, INC.</b> <b>15115 PARK ROW BLVD., STE 300</b> <b>HOUSTON, TX 77084</b>	<b>X</b>		<b>Chief Executive Officer</b>	
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**Signatures**

**William D. Sutton pursuant to a Limited Power of Attorney filed with the SEC on June 8, 2016 /s/ William D. Sutton**

**6/2/2017**

**\*\***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.

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