

W&T OFFSHORE INC
Form SC 13G/A
April 25, 2013

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

W&T Offshore Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

92922P106

(CUSIP Number)

March 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Parnassus Investments 94-2943858

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

- (a) ..
(b) ..

2.

Not applicable.

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

San Francisco, California – U.S.A.

5. SOLE VOTING POWER
- 7,740,270
6. SHARED VOTING POWER
7. SOLE DISPOSITIVE POWER
- 7,740,270
8. SHARED DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,740,270

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions) "

10.

Not applicable.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

10.3%

TYPE OF REPORTING PERSON (see instructions)

12.

IA

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Item 1.

(a) Name of Issuer
W&T Offshore Inc.

Address of Issuer's Principal Executive Offices
(b) Nine Greenway Plaza, Suite 300
Houston, TX 77046-0908

Item 2.

(a) Name of Person Filing
Parnassus Investments

Address of the Principal Office or, if none, residence
(b) 1 Market Street, Suite 1600
San Francisco, CA 94105

(c) Citizenship
California – U.S.A.

(d) Title of Class of Securities
Common Stock

(e) CUSIP Number
92922P106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) X An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 7,740,270
- (b) Percent of class: 10.3%
- (c) Number of shares as to which the person has: 00,000
 - (i) Sole power to vote or to direct the vote 7,740,270.
 - (ii) Shared power to vote or to direct the vote 00,000.
 - (iii) Sole power to dispose or to direct the disposition of 7,740,270.
 - (iv) Shared power to dispose or to direct the disposition of 00,000.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Not applicable.

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Securities reported on this Schedule 13G are beneficially owned by clients of Parnassus Investments, which includes investment companies registered under the Investment Company Act.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 24, 2013

Date

/s/ Marc C. Mahon

Signature

Marc C. Mahon

Title – Chief Financial Officer