

Edgar Filing: Bristow Group Inc - Form FWP

Bristow Group Inc  
Form FWP  
September 27, 2012

Filed Pursuant to Rule 433

Registration Statement No. 333-183816

September 27, 2012

Pricing Term Sheet

September 27, 2012

**Bristow Group Inc.**

**\$450,000,000 aggregate principal amount of 6.250% Senior Notes due 2022**

*This term sheet to the preliminary prospectus supplement dated September 27, 2012 should be read together with the preliminary prospectus supplement before making a decision in connection with an investment in the securities. The information in this term sheet supersedes the information contained in the preliminary prospectus supplement to the extent that it is inconsistent therewith. Terms used but not defined herein have the meaning ascribed to them in the preliminary prospectus supplement.*

<b>Issuer:</b>	Bristow Group Inc.	
<b>Subsidiary Guarantors:</b>	Bristow U.S. LLC Bristow Alaska Inc. Bristow Helicopters Inc.	
<b>Security Description*:</b>	6.250% Senior Notes due 2022	
<b>Principal Amount*:</b>	\$450,000,000	
<b>Gross Proceeds:</b>	\$450,000,000	
<b>Coupon:</b>	6.250%	
<b>Maturity:</b>	October 15, 2022	
<b>Price to public:</b>	100.000% of principal amount	
<b>Underwriting Discount:</b>	1.500%	
<b>Yield to Maturity:</b>	6.250%	
<b>Spread to Benchmark Treasury:</b>	471 bps	
<b>Benchmark Treasury:</b>	7.625% UST due November 15, 2022	
<b>Ratings**:</b>	Moody s: Ba3	
<b>S&amp;P: BB</b>		
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each April 15 and October 15, commencing on April 15, 2013	
<b>Optional Redemption:</b>	<b>Redemption Period</b>	<b>Price</b>
	October 15, 2017	103.125%
	October 15, 2018	102.083%
	October 15, 2019	101.042%
	October 15, 2020 and thereafter	100.000%
<b>Make-whole Redemption:</b>	Callable prior to October 15, 2017 at make-whole price of Treasury + 50 bps	
<b>Equity Clawback:</b>	Redeem until October 15, 2015 at 106.250% for up to 35.0%	
<b>Trade Date:</b>	September 27, 2012	

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**Settlement Date\*\*\*:**

October 12, 2012

**CUSIP/ISIN:** 110394AE3/US110394AE39

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Joint Global Coordinators and Joint Book-Running Managers:** Credit Suisse Securities (USA) LLC

SunTrust Robinson Humphrey, Inc.

**Joint Book-Running Managers:** Merrill Lynch, Pierce, Fenner & Smith Incorporated

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Wells Fargo Securities, LLC

**Co-Managers:** HSBC Securities (USA) Inc.

U.S. Bancorp Investments, Inc.

(\*) Reflects a change in the offering described in the preliminary prospectus supplement to eliminate the offering of the 2020 notes described therein and to increase the total offering amount from \$425,000,000 to \$450,000,000. The preliminary prospectus supplement will be updated throughout to reflect these changes.

(\*\*) These securities ratings have been provided by Moody's and S&P. These ratings are not a recommendation to buy, sell or hold these securities. Each rating may be subject to revision or withdrawal at any time, and should be evaluated independently of any other rating.

(\*\*\*) We expect that delivery of the notes will be made against payment therefor on or about October 12, 2012, which is the tenth business day following the date of pricing of the notes (this settlement cycle being referred to as T+10). Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to that trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing of the notes or the next three succeeding business days will be required, by virtue of the fact that the notes initially will settle in T+10, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement and should consult their own advisor.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037.**

**Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.**