

Bristow Group Inc  
Form POS AM  
July 18, 2017

As filed with the Securities and Exchange Commission on July 18, 2017

Registration No. 333-206535

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

**Post-Effective Amendment No. 3**

**to**

**Form S-3**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**BRISTOW GROUP INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**72-0679819**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**2103 City West Blvd.**

**4th Floor**

**Houston, Texas 77042**

**(713) 267-7600**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**David C. Searle**

**Interim General Counsel and Corporate Secretary**

**2103 City West Blvd.**

**4th Floor**

**Houston, Texas 77042**

**(713) 267-7600**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copy to:*

**John D. Geddes**

**Andrew J. Ericksen**

**Baker Botts L.L.P.**

**910 Louisiana**

**Houston, Texas 77002**

**(713) 229-1234**

Exact Name of Additional Registrants	Jurisdiction of Incorporation/ Organization	I.R.S. Employer Identification Number
Bristow U.S. LLC	Louisiana	72-1412904
Bristow Alaska Inc.	Alaska	92-0048121
Bristow Helicopters Inc.	Delaware	72-0679819
BHNA Holdings Inc.	Delaware	45-5478862
Bristow Academy, Inc.	California	68-0123083
Bristow U.S. Leasing LLC	Delaware	81-3962451

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act ), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

### **EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-206535) of Bristow Group Inc. (the Registrant ), originally filed on August 24, 2015 and as thereafter amended by Post-Effective Amendment No. 1 thereto filed on May 23, 2017 and Post-Effective Amendment No. 2 thereto filed on May 23, 2017 (the Registration Statement ), is being filed as an exhibit-only filing to file an updated consent of KPMG LLP, filed herewith as Exhibit 23.1. Accordingly, this Post-Effective Amendment No. 3 consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature pages to the Registration Statement, the exhibit index and the consent filed herewith as Exhibit 23.1. The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 16. Exhibits**

<b>Exhibits</b>		<b>Registration or File Number</b>	<b>Incorporated by Reference to Form or Report</b>	<b>Date</b>	<b>Exhibit Number</b>
(3)	Articles of Incorporation and By-laws				
(1)	Delaware Restated Certificate of Incorporation for Bristow Group Inc. dated August 2, 2007	001-31617	10-Q	August 2, 2007	3(1)
(2)	Amended and Restated By-laws for Bristow Group Inc.	001-31617	8-K	March 10, 2014	3.1
(3)	Articles of Organization of Air Logistics, L.L.C., dated October 6, 1997	333-107148	S-4	July 18, 2003	3.12
(4)	Articles of Amendment to Articles of Organization of Air Logistics, L.L.C., dated January 13, 2010 (changing name to Bristow U.S. LLC)	333-183816	S-3	September 11, 2012	3.4
(5)	Amended and Restated Operating Agreement of Bristow U.S. LLC, dated January 13, 2010	333-183816	S-3	September 11, 2012	3.5
(6)	Articles of Incorporation of Air Logistics of Alaska, Inc., dated November 29, 1974, as amended	333-107148	S-4	July 18, 2003	3.14
(7)	Articles of Amendment to Articles of Incorporation of Air Logistics of Alaska, Inc., dated February 8, 2010 (changing name to Bristow Alaska Inc.)	333-183816	S-3	September 11, 2012	3.7
(8)	Bylaws of Air Logistics of Alaska, Inc., dated January 2, 1975	333-107148	S-4	July 18, 2003	3.15
(9)	Certificate of Incorporation of Airlog International, Ltd. dated July 13, 2002	333-147690	S-4	November 28, 2007	3.7
(10)	Certificate of Amendment to Certificate of Incorporation of Airlog International, Ltd., dated January 20, 2010 (changing name to Bristow Helicopters Inc.)	333-183816	S-3	September 11, 2012	3.10
(11)	Bylaws of Bristow Helicopters Inc.,	333-206535	S-3	August 24, 2015	3.11

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dated November 3, 2010

(12)	Certificate of Incorporation of BHNA Holdings Inc., dated May 23, 2012	333-183816	S-3	September 11, 2012	3.12
(13)	Bylaws of BHNA Holdings Inc.	333-183816	S-3	September 11, 2012	3.13
(14)*	Articles of Incorporation of Helicopter Adventures, Inc., dated February 26, 1987				
(15)*	Certificate of Amendment of Articles of Incorporation of Helicopter Adventures, Inc., dated May 6, 1988				
(16)*	Certificate of Amendment of Articles of Incorporation of Helicopter Adventures, Inc., dated April 26, 2007 (changing name to Bristow Academy, Inc.)				
(17)*	Bylaws of Helicopter Adventures, Inc.				

II - 1

		Incorporated by Reference to			
Exhibits		Registration or File Number	Form or Report	Date	Exhibit Number
(18)*	Amendment of By-laws of Helicopter Adventures, Inc., dated March 2, 1988				
(19)*	Certificate of Formation of Bristow U.S. Leasing LLC, dated September 20, 2016				
(20)*	Limited Liability Company Agreement of Bristow U.S. Leasing LLC, dated September 20, 2016				
(4)	Instruments defining the rights of security holders including indentures				
(1)	Indenture, dated June 17, 2008, among Bristow Group Inc., the Subsidiary Guarantors named therein and U.S. Bank National Association, as Trustee, relating to the senior debt securities	001-31617	8-K	June 17, 2008	4.1
(2)	Form of indenture relating to the subordinated debt securities	333-151519	S-3	June 9, 2008	4(2)
(5.1)*	Opinion of Baker Botts L.L.P.				
(5.2)*	Opinion of Phelps Dunbar LLP				
(5.3)*	Opinion of Davis Wright Tremaine LLP				
(12)*	Statement re Computation of Ratios				
(23)	(1) Consent of KPMG LLP				
	(2)* Consent of Baker Botts L.L.P. (included in Exhibit 5.1)				
	(3)* Consent of Phelps Dunbar LLP (included in Exhibit 5.2)				
	(4)* Consent of Davis Wright Tremaine LLP (included in Exhibit 5.3)				
(24)*	Power of Attorney				
(25)*	Statement of Eligibility of Trustee with respect to the senior debt securities				

Filed herewith.

\* Previously filed.

We will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to the securities offered hereby, (ii) the instruments setting forth the terms of any debt securities, preferred stock or warrants, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby or (iv) any required opinion of our counsel as to certain tax matters relative to the securities offered hereby.



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We will file any Statement of Eligibility and Qualification under the Trust Indenture Act of the applicable trustee as a subsequent filing in accordance with Section 305(b)(2) of the Trust Indenture Act.

II - 2

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, each of the registrants certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on July 18, 2017.

**BRISTOW GROUP INC.**

(Registrant)

By: /s/ L. Don Miller  
L. Don Miller  
Senior Vice President and  
Chief Financial Officer

**BRISTOW ALASKA INC.**

(Subsidiary Guarantor)

By: /s/ Joseph A. Baj  
Joseph A. Baj  
Vice President and Treasurer

**BRISTOW U.S. LLC**

(Subsidiary Guarantor)

By: /s/ Joseph A. Baj  
Joseph A. Baj  
Manager

**BRISTOW HELICOPTERS INC.**

(Subsidiary Guarantor)

By: /s/ Joseph A. Baj  
Joseph A. Baj  
Vice President and Treasurer

**BHNA HOLDINGS INC.**

(Subsidiary Guarantor)

By: /s/ Joseph A. Baj  
Joseph A. Baj  
Vice President and Treasurer

**BRISTOW ACADEMY, INC.**

(Subsidiary Guarantor)

By: /s/ Joseph A. Baj  
Joseph A. Baj

Vice President and Treasurer

**BRISTOW U.S. LEASING LLC**  
(Subsidiary Guarantor)

By: /s/ Joseph A. Baj  
Joseph A. Baj  
Manager

II - 3

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**BRISTOW GROUP INC.**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 18, 2017.

<b>Signature</b>	<b>Title</b>
/s/ Jonathan E. Baliff Jonathan E. Baliff	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ L. Don Miller L. Don Miller	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Brian J. Allman Brian J. Allman	Vice President and Chief Accounting Officer (Principal Accounting Officer)
*	Director
Thomas N. Amonett *	Director
Lori A. Gobillot *	Director
Ian A. Godden *	Director
David C. Gompert *	Director
A. William Higgins *	Director
Stephen A. King *	Chairman of the Board and Director
Thomas C. Knudson *	Director

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Mathew Masters

\*

Director

Biggs C. Porter

\*

Director

Bruce H. Stover

/s/ Joseph A. Baj

\* By: Joseph A. Baj  
(Attorney-in-Fact)

II - 4

**BRISTOW ALASKA INC.**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 18, 2017.

<b>Signature</b>	<b>Title</b>
/s/ Joseph A. Baj	Director
Joseph A. Baj	
/s/ Robert Phillips	Director
Robert Phillips	
/s/ L. Don Miller	Director
L. Don Miller	

**BRISTOW U.S. LLC**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 18, 2017.

<b>Signature</b>	<b>Title</b>
/s/ Joseph A. Baj	Manager
Joseph A. Baj	
/s/ Samantha Willenbacher	Manager
Samantha Willenbacher	
/s/ L. Don Miller	Manager
L. Don Miller	

**BRISTOW HELICOPTERS INC.**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 18, 2017.

<b>Signature</b>	<b>Title</b>
/s/ Joseph A. Baj	Director

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Joseph A. Baj

/s/ Brian J. Allman

Director

Brian J. Allman

/s/ L. Don Miller

Director

L. Don Miller

II - 5

**BHNA HOLDINGS INC.**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 18, 2017.

<b>Signature</b>	<b>Title</b>
/s/ Joseph A. Baj	Director
Joseph A. Baj	
/s/ Brian J. Allman	Director
Brian J. Allman	
/s/ L. Don Miller	Director
L. Don Miller	

**BRISTOW ACADEMY, INC.**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 18, 2017.

<b>Signature</b>	<b>Title</b>
/s/ Joseph A. Baj	Director
Joseph A. Baj	
/s/ Robert Phillips	Director
Robert Phillips	
/s/ Todd A. Smith	Director
Todd A. Smith	

**BRISTOW U.S. LEASING LLC**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 18, 2017.

<b>Signature</b>	<b>Title</b>
/s/ Joseph A. Baj	Manager



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Joseph A. Baj

/s/ Brian J. Allman

Manager

Brian J. Allman

/s/ L. Don Miller

Manager

L. Don Miller

II - 6

**EXHIBIT INDEX**

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II - 7

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We will file any Statement of Eligibility and Qualification under the Trust Indenture Act of the applicable trustee as a subsequent filing in accordance with Section 305(b)(2) of the Trust Indenture Act.