

Bristow Group Inc
Form S-8
August 03, 2016

As filed with the Securities and Exchange Commission on August 3, 2016
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Bristow Group Inc.
(Exact name of registrant as specified in charter)
Delaware 72-0679819
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

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)

Bristow Group Inc. 2007 Long Term Incentive Plan
(Full titles of the plan)
Edward Chipman Earle
Senior Vice President, Chief Legal Officer and
Corporate Secretary

Bristow Group Inc.
2103 City West Blvd., 4th Floor
Houston, Texas 77042
(713) 267 7600
(Address, including zip code, and telephone number,
including area code, of agent for service)

With a copy to:
John D. Geddes
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

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.

Large accelerated filer Accelerated filer o Non-accelerated filer o

Smaller reporting company

b (Do not check if a smaller reporting company) o

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value \$0.01 per share	5,246,729 (3)	\$11.13	\$53,396,093.8	\$5,880.49

(1) In addition, pursuant to Rule 416(c) under the Securities Act of the 1933, as amended (the “Securities Act”), this Registration Statement also covers an additional indeterminate number of shares of common stock, par value \$.01 per share (“Common Stock”), of Bristow Group Inc. (the “Company”) which may be necessary to adjust the number of additional shares of Common Stock reserved for issuance pursuant to the 2007 Long Term Incentive Plan (the “Plan”) and being registered herein, as a result of stock split, stock dividend, reclassification, recapitalization, or similar adjustment(s) relating to the Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low sales prices of the Common Stock on July 28, 2016, as quoted on the New York Stock Exchange.

(3) Includes 5,246,729 shares of Common Stock authorized for issuance pursuant to the Plan approved by the stockholders of the Company in August 2016.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by Bristow Group Inc., a Delaware corporation (the "Company"), pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), to register an additional 5,246,729 shares of its common stock, par value \$0.01 per share, pursuant to its 2007 Long Term Incentive Plan, as amended and restated (the "Plan"). The Board of Directors of the Company recommended for approval and, on August 3, 2016, the stockholders approved an amendment of the Plan that, among other things, increased the number of shares available for issuance under the Plan from 1,153,271 to 6,400,000. The contents of the Registration Statement on Form S-8 of the Company filed on November 7, 2013 (No. 333-192182) relating to the Plan are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 3rd day of August, 2016.

Bristow Group
Inc.

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

Each person whose signature appears below appoints E. Chipman Earle as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitutes, may lawfully do or cause to be done by virtue hereof.

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 the 3rd day of August, 2016.

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Signature	Title
/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)
/s/ Thomas N. Amonett Thomas N. Amonett	Director
/s/ Lori A. Gobillot Lori A. Gobillot	Director
/s/ Ian A. Godden Ian A. Godden	Director
/s/ David C. Gompert David C. Gompert	Director
/s/ A. William Higgins A. William Higgins	Director
/s/ Stephen A. King Stephen A. King	Director
/s/ Thomas C. Knudson Thomas C. Knudson	Chairman of the Board and Director
/s/ Mathew Masters Mathew Masters	Director
/s/ Biggs C. Porter Biggs C. Porter	Director
/s/ Bruce H. Stover Bruce H. Stover	Director

EXHIBIT INDEX

NumberExhibit

- 4.1* - Restated Certificate of Incorporation dated August 2, 2007 (incorporated by reference to Exhibit 3.1 to Bristow Group Inc.'s Form 10-Q filed on August 2, 2007).
- 4.2* - Amended and Restated Bylaws of Bristow Group Inc., effective March 6, 2014 (incorporated by reference to Exhibit 3.1 to Bristow Group Inc.'s Current Report on Form 8 - K filed on March 10, 2014).
- 4.3* - Bristow Group Inc. 2007 Long Term Incentive Plan, as amended and restated effective August 3, 2016 (incorporated by reference to Appendix A to Bristow Group Inc.'s definitive proxy statement on Schedule 14A filed on June 21, 2016, as supplemented on June 28, 2016).
- 5.1 - Opinion of Baker Botts L.L.P.
- 23.1 - Consent of KPMG LLP.
- 23.2 - Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
- 24.1 - Powers of Attorney (included on the signature page herein).

* Incorporated herein by reference as indicated.