

HERCULES OFFSHORE, INC.

Form 4

June 15, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Centerbridge Credit Partners, L.P.

2. Issuer Name **and** Ticker or Trading  
Symbol  
HERCULES OFFSHORE, INC.  
[HERO]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
375 PARK AVENUE, 12TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10152

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	06/13/2016		P		17,158	A	\$ 1.2184	910,749 <u>(1)</u>	D <u>(2)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	06/13/2016		P		32,842	A	\$ 1.2184	1,743,194 <u>(3)</u>	I See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	06/14/2016		P		19,286	A	\$ 1.1612	930,035	D <u>(2)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	06/14/2016		P		36,914	A	\$ 1.1612	1,780,108	I See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

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Common Stock	06/15/2016	P	11,154	A	\$ 1,2997	941,189	D <sup>(2)</sup> <sup>(5)</sup> <sup>(6)</sup> <sub>(7)</sub>	
Common Stock	06/15/2016	P	21,346	A	\$ 1,2997	1,801,454	I	See footnotes <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup> <sup>(7)</sup>
Common Stock	06/15/2016	P	34,320	A	\$ 1.37	975,509	D <sup>(2)</sup> <sup>(5)</sup> <sup>(6)</sup> <sub>(7)</sub>	
Common Stock	06/15/2016	P	65,680	A	\$ 1.37	1,867,134	I	See footnotes <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup> <sup>(7)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Centerbridge Credit Partners, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	X
Centerbridge Credit Partners General Partner, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152	X

Centerbridge Credit Cayman GP, Ltd.  
C/O CENTERBRIDGE PARTNERS, L.P.  
375 PARK AVENUE, 12TH FLOOR  
NEW YORK, NY 10152

X

Centerbridge Credit Partners Master, L.P.  
375 PARK AVENUE  
12TH FLOOR  
NEW YORK, NY 10152

X

Centerbridge Credit Partners Offshore General Partner, L.P.  
375 PARK AVENUE, 12TH FLOOR  
NEW YORK, NY 10152

X

Gallogly Mark T  
375 PARK AVENUE, 12TH FLOOR  
NEW YORK, NY 10152

X

Aronson Jeffrey  
375 PARK AVENUE, 12TH FLOOR  
NEW YORK, NY 10152

X

## Signatures

Centerbridge Credit Partners, L.P., By: Centerbridge Credit Partners General Partner, L.P., its general partner, By: Centerbridge Credit Cayman GP Ltd., its general partner, By: /s/ Jeffrey H. Aronson, Authorized Signatory

06/15/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The Form 3 filed by the Reporting Persons on November 19, 2015 reported 893,593 shares of Common Stock instead of 893,591 shares. The Form 3 overstated the number of shares by 2 shares due to a rounding error.
- (2) These shares of Common Stock are held by Centerbridge Credit Partners, L.P. ("Credit Partners").
- (3) The Form 3 filed by the Reporting Persons on November 19, 2015 reported 1,710,353 shares of Common Stock instead of 1,710,352 shares. The Form 3 overstated the number of shares by 1 share due to a rounding error.
- (4) These shares of Common Stock are held by Centerbridge Credit Partners Master, L.P. ("Credit Partners Master" and, together with Credit Partners, the "Centerbridge Funds").
- (5) Centerbridge Credit Partners General Partner, L.P. ("Onshore GP") is the general partner of Credit Partners, and, as such, it may be deemed to beneficially own the securities held by Credit Partners. Centerbridge Credit Partners Offshore General Partner, L.P. ("Offshore GP") is the general partner of Credit Partners Master, and, as such, it may be deemed to beneficially own the securities held by Credit Partners Master. Centerbridge Credit Cayman GP Ltd. ("Credit GP ") is the general partner of each of Onshore GP and Offshore GP and Mark T. Gallogly and Jeffrey H. Aronson are the directors of Credit GP, and, as such, each of Credit GP, Mr. Aronson and Mr. Gallogly may be deemed to beneficially own the securities held by the Centerbridge Funds.
- (6) For purposes of this filing, "Reporting Persons" means, as applicable, Credit Partners, Credit Partners Master, Onshore GP, Offshore GP, Credit GP, Mr. Aronson and Mr. Gallogly.
- (7) The filing of this statement by the Reporting Persons shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, such Reporting Persons are the beneficial owners of the securities reported herein and each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Act, except to the extent of such Reporting Person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.