

Bristow Group Inc  
Form SC TO-I/A  
June 15, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**Bristow Group Inc.**

**(Name of Subject Company (Issuer))**

**Bristow Group Inc.**

**(Name of Filing Persons (Issuer))**

**3.00% Convertible Senior Notes due 2038**

**(Title of Class of Securities)**

**110394 AC7 (CUSIP Number of Class of Securities)**

**Edward Chipman Earle**

**Senior Vice President, Chief Legal Officer**

**and Corporate Secretary**

**2103 City West Blvd.**

**4th Floor**

**Houston, Texas 77042**

**(713) 267-7600**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on  
Behalf of Filing Persons)**

*Copies to:*

**John D. Geddes**

**Andrew J. Ericksen**

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

**One Shell Plaza**

**910 Louisiana Street**

**Houston, Texas 77002**

**(713) 229-1234**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount Of Filing Fee**</b>
\$115,000,000	\$13,363.00

\* For purposes of calculating amount of filing fee only. The transaction valuation upon which the filing fee was based was calculated as follows: The purchase price of the 3.00% Convertible Senior Notes due 2038, as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of May 14, 2015, there was \$115,000,000 aggregate principal amount outstanding, resulting in an aggregate purchase price of \$115,000,000.

\*\* The amount of the filing fee equals \$116.20 per \$1 million of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$13,363.00

Filing Party: Bristow Group Inc.

Form of Registration No.: Schedule TO (File No. 005-34191)

Date Filed: May 15, 2015

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- .. third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

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If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 (this Amendment No. 2 ) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO ) originally filed by Bristow Group Inc., a Delaware corporation (the Company ), with the Securities and Exchange Commission (the SEC ) on May 15, 2015, as amended and supplemented by Amendment No. 1 to the Schedule TO filed on May 28, 2015 ( Amendment No. 1 ), relating to the Company s offer to repurchase the 3.00% Convertible Senior Notes due 2038 that were issued by the Company (the Notes ).

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 2 amends and restates only the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 2 should be read in conjunction with the Schedule TO and the related offer materials.

**ITEMS 1, 4, 8 and 11.**

The holders right to surrender Notes for repurchase (the Offer ) expired at midnight, New York City time, at the end of the day on June 12, 2015. The Company has been advised by U.S. Bank National Association, the paying agent, that \$98,131,000 aggregate principal amount of the Notes were validly surrendered to the paying agent and not withdrawn. The Company has accepted all such Notes for payment. In accordance with the terms of the indenture governing the Notes, the Company has forwarded to the paying agent the appropriate amount of cash required to pay the total purchase price for the surrendered Notes, and the paying agent will distribute the cash to the holders as soon as practicable in accordance with the indenture governing the Notes. After the Offer, \$16,869,000 aggregate principal amount of the Notes remains outstanding.

**SIGNATURE**

After due 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.

Dated: June 15, 2015

**BRISTOW GROUP INC.**

By: /s/ E. Chipman Earle  
E. Chipman Earle  
Senior Vice President, Chief Legal Officer  
and Corporate Secretary