

Bristow Group Inc
Form 8-K
November 06, 2007

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 5, 2007

Bristow Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction
of incorporation)

001-31617
(Commission File
Number)

72-0679819
(IRS Employer
Identification No.)

**2000 W. Sam Houston Pkwy S.,
Suite 1700
Houston, Texas**
(Address of principal executive
offices)

77042
(Zip Code)

Registrant's telephone number, including area code: **(713) 267-7600**

Former Name or Former Address, if Changed Since Last Report: NONE

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR

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240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 Results of Operations and Financial Condition.

On November 5, 2007, Bristow Group Inc. (the “Company”) issued a press release which summarized its financial results for the three and six-month periods ended September 30, 2007,(the “Financial Results”). This press release was issued in anticipation of a conference call and Q&A session starting at 10:00 a.m. EST (9:00 CST) on Tuesday November 6, 2007, to review the Financial Results. A copy of the press release is furnished with this report as Exhibit 99.1, and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On November 5, 2007, Bristow Group Inc. (“Bristow”) posted to the Investor Relations page of its website (www.bristowgroup.com) an update describing key drivers behind Bristow’s growth strategy (the “Growth Update”). The Growth Update is furnished as Exhibit 99.2 hereto.

The Growth Update reports that Bristow’s capital structure as of September 30, 2007 resulted in approximately 43% adjusted leverage. Adjusted leverage is a non-GAAP financial measure consisting of Bristow’s debt plus its GE aircraft leases and U.K. unfunded pension obligations, divided by Bristow’s book capitalization. Bristow’s management believes that disclosure of this measure provides useful information because it provides greater transparency with respect to Bristow’s payment obligations. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit

Number	Description of Exhibit
99.1	Press Release dated November 5, 2007
99.2	Growth update dated November 5, 2007

Limitation on Incorporation by Reference.

Information on Bristow’s website is not incorporated by reference in this Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Form 8-K and the attached exhibits shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933 or the Exchange Act unless Bristow expressly states that such information is to be considered “filed” under the Exchange Act or incorporates it by specific reference in such a filing. The information set forth in Item 2.02 and the related exhibit furnished in Item 9.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRISTOW GROUP INC.

Date: November 5, 2007

By: /s/ Randall A. Stafford
Randall A. Stafford
Vice President and General Counsel,
Corporate Secretary
