

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 21, 2020

Era Group Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-35701 (Commission File Number)	72-1455213 (IRS Employer Identification No.)
945 Bunker Hill Rd., Suite 650, Houston, Texas (Address of Principal Executive Offices)		77024 (Zip Code)
Registrant's telephone number, including area code		(713) 369-4700

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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:

- 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 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	ERA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

Item 1.02. Entry into a Material Definitive Agreement

As previously disclosed, on January 23, 2020, Era Group Inc., a Delaware corporation (“Era”), Ruby Redux Merger Sub, a Delaware corporation and a direct wholly owned subsidiary of Era (“Merger Sub”) and Bristow Group Inc., a Delaware corporation (“Bristow”) entered into the Agreement and Plan of Merger (the “Merger Agreement”), pursuant to which, upon the terms and subject to the conditions set forth therein, Merger Sub will merge with and into Bristow (the “Merger”), with Bristow continuing as the surviving corporation.

On April 22, 2020, Era, Merger Sub and Bristow entered into Amendment No. 1 (“Amendment No. 1”) to the Merger Agreement.

Among other things, Amendment No.1 amends the Merger Agreement to contemplate, and acknowledge Bristow’s consent in respect of, the possibility of (i) a potential change in the listing of outstanding shares of Era’s common stock from the New York Stock Exchange (the “NYSE”) to the Nasdaq Stock Market (and any successor stock exchange) (subject to consultation with the Chairman of the Board of Directors of Bristow of such a listing change; *provided* that, for the avoidance of doubt, Bristow’s consent will not be required for such a listing change) and (ii) a reverse stock split of Era’s common stock prior to the consummation of the Merger that will reclassify the outstanding shares of Era’s common stock into a smaller number of shares of Era’s common stock such that an Era stockholder will own one share of Era’s common stock for every three shares of Era’s common stock held by that stockholder prior to such reverse stock split (subject to consultation with the Chairman of the Board of Directors of Bristow of such a reverse stock split; *provided* that, for the avoidance of doubt, Bristow’s consent will not be required for such a reverse stock split). If and when the Era stockholders approve such a reverse stock split, the Board of Directors of Era will determine whether to effect such a reverse stock split.

Amendment No.1 also removes the requirement in the Merger Agreement for Era to solicit stockholder approval in favor of an increase in the number of shares of Era’s common stock authorized for issuance under Era’s 2012 Share Incentive Plan.

As previously disclosed and pursuant to the Merger Agreement, effective at, or promptly after the consummation of the Merger, the board of directors of the combined company (the “Combined Company Board”) is to be comprised of nine directors, consisting of G. Mark Mickelson, Hooman Yazhari, Lorin L. Brass, Wesley E. Kern, Robert J. Manzo, Brian D. Truelove Christopher S. Bradshaw and Charles Fabrikant. The remaining director was to be named, subject to Securities and Exchange Commission (the “SEC”) and NYSE rules.

Amendment No. 1 amends the Merger Agreement to provide that promptly after the consummation of the Merger, and subject to applicable law and listing requirements, it is expected that the number of directors on the Combined Company Board will be increased from the eight directors named above to nine directors, with the additional director being appointed and elected to the Combined Company Board after the consummation of the Merger, as agreed upon by a majority of the directors on the Combined Company Board.

Other than as expressly modified pursuant to Amendment No. 1, the Merger Agreement remains in full force and effect as originally executed on January 23, 2020 in the form attached as Exhibit 2.1 to the Current Report on Form 8-K filed by Era with the SEC on January 24, 2020. The foregoing description of Amendment No. 1 does not purport to be complete and is subject to, and qualified in its entirety by, the full text of Amendment No. 1 attached hereto as Exhibit 2.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 8.01. Other Events

On April 23, 2020, Era announced that (i) on April 21, 2020, it repurchased an aggregate of 54,099 shares of its common stock at an average price of \$3.64 per share, (ii) on April 22, 2020, it repurchased an aggregate of 46,027 shares of its common stock at an average price of \$3.81 per share, and (iii) on April 23, 2020, it repurchased an aggregate amount of 24,036 shares of its common stock at an average price of \$4.23 per share, under its previously announced special stock repurchase program, which allows for the purchase of up to \$10 million of its common stock (“the Program”, and such repurchases under the Program, collectively, the “Repurchase”).

All shares of Era's common stock repurchased under the Program will be held as treasury shares. Following the Repurchase, Era will have 21,632,110 shares of its common stock issued and outstanding.

The total number of shares repurchased under the Program to date is 124,162 shares of common stock for a total consideration of \$0.5 million leaving \$9.5 million available under the Program.

The press release announcing certain details of the Repurchase is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

Exhibit No.	Description
2.1	Amendment No.1, dated as of April 22, 2020, to the Agreement and Plan of Merger, dated as of January 23, 2020, by and among Era Group Inc., Ruby Redux Merger Sub, Inc. and Bristow Group Inc (incorporated herein by reference to Exhibit 2.2 of Era's Amendment No.1 to Registration Statement on Form S-4 filed with the SEC on April 22, 2020, as amended (File No. 333-237557)).
99.1	Press Release issued by Era Group Inc. on April 24, 2020.

Additional Information and Where to Find It

In connection with the proposed merger with Bristow Group Inc. ("Bristow"), on April 3, 2020, Era filed with the SEC a preliminary registration statement on Form S-4, as amended by Amendment No.1 thereto filed on April 23, 2020 (the "Preliminary Registration Statement") that included a preliminary joint proxy and consent solicitation statement of Era and Bristow that also constitutes a preliminary prospectus of Era (the "Preliminary Joint Proxy and Consent Statement/Prospectus"). Each of Era and Bristow will provide, when it is available, the definitive joint proxy and consent statement/prospectus to their respective stockholders. Era and Bristow also plan to file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the Preliminary Joint Proxy and Consent Statement/Prospectus, the registration statement or the definitive joint proxy and consent statement/prospectus or any other document which Era or Bristow may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PRELIMINARY JOINT PROXY AND CONSENT STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION. You may obtain a copy of the Preliminary Joint Proxy and Consent Statement/Prospectus, the Preliminary Registration Statement and other relevant documents filed by Era and Bristow without charge at the SEC's website, www.sec.gov, or by directing a request when such a filing is made to (1) Era by mail at 945 Bunker Hill Rd., Suite 650, Houston, Texas 77024, Attention: Investor Relations, by telephone at (713)-369-4700, or by going to the Investor page on Era's corporate website at www.erahelicopters.com; or (2) Bristow by mail at 3151 Briarpark Drive, Suite 700, Houston, Texas, 77042, Attention: Investor Relations, by telephone at (713) 267-7600, or by going to the Investors page on Bristow's corporate website at www.bristowgroup.com.

Participants in Proxy Solicitation

Era, Bristow and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Era and Bristow stockholders in respect of the proposed transaction under the rules of the SEC. You may obtain information regarding the names, affiliations and interests of Era's directors and executive officers in Era's Annual Report on Form 10-K for the year ended December 31, 2019, which was filed with the SEC on March 6, 2020 and its Preliminary Joint Proxy and Consent Statement/Prospectus. Investors may obtain information regarding the names, affiliations and interests of Bristow's directors and executive officers on Bristow's website. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the Preliminary Joint Proxy and Consent Statement/Prospectus filed with the SEC and the definitive joint proxy and consent statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction if and when they become available. Investors should read the Preliminary Joint Proxy and Consent Statement/Prospectus and the definitive joint proxy and consent statement/prospectus (when it is available) carefully and in its entirety before making any voting or investment decisions.

No Offer or Solicitation

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

For additional information concerning Era Group, contact Jennifer Whalen at (713) 369-4636 or visit Era Group's website at www.erahelicopters.com.

Forward-Looking Statements

Certain statements discussed in this Current Report on Form 8-K include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements concerning management’s expectations, strategic objectives, business prospects, anticipated performance and financial condition and other similar matters involve known and unknown risks, uncertainties and other important factors that could cause Era’s actual results, performance or achievements of results to differ materially from any future results, performance or achievements discussed or implied by such forward-looking statements. Such risks, uncertainties and other important factors include, among others, risks related to Era’s recently announced combination with Bristow, including: the ability of Bristow and Era to obtain necessary shareholder approvals, the ability to satisfy all necessary conditions on the anticipated closing timeline or at all, the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the Merger; conditions imposed in order to obtain required regulatory approvals for the Merger; the costs incurred to consummate the Merger; the possibility that the expected synergies from the Merger will not be realized, difficulties related to the integration of the two companies, disruption from the anticipated Merger making it more difficult to maintain relationships with customers, employees, regulators or suppliers, and the diversion of management time and attention to the anticipated combination; Era’s dependence on, and the cyclical and volatile nature of, offshore oil and gas exploration, development and production activity; and the impact of COVID-19 and general economic conditions and fluctuations in worldwide prices of and demand for oil and natural gas on such activity levels, including instances of below-zero prices in oil futures and concerns of an excess of oil supply for a sustained period and limitations of storage capacity for such excess oil supply; Era’s reliance on a limited number of customers and the reduction of its customer base resulting from bankruptcies or consolidation; risks that Era’s customers reduce or cancel contracted services or tender processes or obtain comparable services through other forms of transportation; dependence on United States (“U.S.”) government agency contracts that are subject to budget appropriations; cost savings initiatives implemented by Era’s customers; risks inherent in operating helicopters; Era’s ability to maintain an acceptable safety record and level of reliability; the impact of increased U.S. and foreign government regulation and legislation, including potential government implemented moratoriums on drilling activities; the impact of a grounding of all or a portion of Era’s fleet for extended periods of time or indefinitely on Era’s business, including its operations and ability to service customers, results of operations or financial condition and/or the market value of the affected helicopter(s); Era’s ability to successfully expand into other geographic and aviation service markets; risks associated with political instability, governmental action, war; acts of terrorism, trade policies and changes in the economic condition in any foreign country where Era does business, which may result in expropriation, nationalization, confiscation or deprivation of Era’s assets or result in claims of a force majeure situation; the impact of declines in the global economy and financial markets; the impact of fluctuations in foreign currency exchange rates on Era’s asset values and cost to purchase helicopters, spare parts and related services; risks related to investing in new lines of aviation service without realizing the expected benefits; risks of engaging in competitive processes or expending significant resources for strategic opportunities, with no guaranty of recoupment; Era’s reliance on a small number of helicopter manufacturers and suppliers; Era’s ongoing need to replace aging helicopters; Era’s reliance on the secondary helicopter market to dispose of used helicopters and parts; Era’s reliance on information technology and potential harm from cyber-security incidents; the impact of allocation of risk between Era and its customers; the liability, legal fees and costs in connection with providing emergency response services; adverse weather conditions and seasonality; risks associated with Era’s debt structure; Era’s counterparty credit risk exposure; the impact of operational and financial difficulties of Era’s joint ventures and partners and the risks associated with identifying and securing joint venture partners when needed; conflict with the other owners of Era’s non-wholly owned subsidiaries and other equity investees; adverse results of legal proceedings; significant increases in fuel costs; Era’s ability to obtain insurance coverage and the adequacy and availability of such coverage; the possibility of labor problems; the attraction and retention of qualified personnel; restrictions on the amount of foreign ownership of Era’s common stock; and various other matters and factors, many of which are beyond Era’s control. In addition, these statements constitute Era Group’s cautionary statements under the Private Securities Litigation Reform Act of 1995. It is not possible to predict or identify all such factors. Consequently, the foregoing should not be considered a complete discussion of all potential risks or uncertainties. The words “estimate,” “project,” “intend,” “believe,” “plan” and similar expressions are intended to identify forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made. Era Group disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in Era Group’s expectations or any change in events, conditions or circumstances on which the forward-looking statement is based. The forward-looking statements in this Current Report on Form 8-K should be evaluated together with the many uncertainties that affect Era’s businesses, particularly those mentioned under “Risk Factors” in Era Group’s Annual Report on Form 10-K for the year ended December 31, 2019, in the Preliminary Joint Proxy and Consent Statement/Prospectus and in Era Group’s current reporting on Form 8-K. This Current Report on Form 8-K reflects the views of Era’s management as of the date hereof. Except to the extent required by applicable law, Era undertakes no obligation to update or revise any forward-looking statement.

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.

Date: April 24, 2020

ERA GROUP INC.

By: /s/ Crystal L. Gordon
Senior Vice President, General Counsel and Chief Administrative Officer



PRESS RELEASE

**ERA GROUP REPURCHASES UNDER THE PREVIOUSLY ANNOUNCED
SPECIAL STOCK REPURCHASE PROGRAM**

HOUSTON, April 24, 2020 (GLOBE NEWSWIRE) – Era Group Inc. (NYSE:ERA) (“Era”) announced today that on April 21, 2020 it repurchased an aggregate of 54,099 shares of its common stock at an average price of \$3.64 per share, on April 22, 2020 it repurchased an aggregate of 46,027 shares of its common stock at an average price of \$3.81 per share and on April 23, 2020 it repurchased an aggregate of 24,036 shares of its common stock at an average price of \$4.23 per share under its previously announced special stock repurchase program, which allows for the purchase of up to \$10 million of its common stock (the “Program”). All shares of common stock repurchased under the Program will be held as treasury shares. Following the repurchase of shares under the Program to date, Era will have 21,632,110 shares of common stock outstanding.

The total number of shares repurchased under this program to date is 124,162 shares of common stock for a total consideration of \$0.5 million leaving \$9.5 million available under the Program.

ABOUT ERA GROUP

Era is one of the largest helicopter operators in the world and the longest serving helicopter transport operator in the U.S. In addition to servicing its U.S. customers, Era provides helicopters and related services to customers and third-party helicopter operators in other countries, including Brazil, Chile, Colombia, India, Mexico, Spain, and Suriname. Era’s helicopters are primarily used to transport personnel to, from and between offshore oil and gas production platforms, drilling rigs and other installations. In addition, Era’s helicopters are used to perform emergency response services, firefighting, utility, VIP transport and other services. Era also provides a variety of operating lease solutions and technical fleet support to third party operators. To learn more, visit our website at www.erahelicopters.com.

ABOUT BRISTOW GROUP

Bristow Group Inc. is the world’s leading provider of offshore oil and gas transportation, search and rescue (“SAR”) and aircraft support services to government and civil organizations worldwide. Bristow’s strategically located global fleet supports operations in the North Sea, Nigeria and the U.S. Gulf of Mexico; as well as in most of the other major offshore oil and gas producing regions of the world, including Australia, Brazil, Canada, Guyana and Trinidad. Bristow provides SAR services to the private sector worldwide and to the public sector for all of the United Kingdom on behalf of the Maritime and Coastguard Agency. To learn more, visit the Bristow website at www.bristowgroup.com.

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No Offer or Solicitation

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

For additional information concerning Era Group, contact Jennifer Whalen at (713) 369-4636 or visit Era Group’s website at www.erahelicopters.com.

Forward-Looking Statements

Certain statements discussed in this release as well as in other reports, materials and oral statements that Era releases from time to time to the public include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements concerning management’s expectations, strategic objectives, business prospects, anticipated performance and financial condition and other similar matters involve known and unknown risks, uncertainties and other important factors that could cause Era’s actual results, performance or achievements of results to differ materially from any future results, performance or achievements discussed or implied by such forward-looking statements. Such risks, uncertainties and other important factors include, among others, risks related to Era’s recently announced combination with Bristow, including: the ability of Bristow and Era to obtain necessary shareholder approvals, the ability to satisfy all necessary conditions on the anticipated closing timeline or at all, the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the Merger, conditions imposed in order to obtain required regulatory approvals for the Merger, the costs incurred to consummate the Merger, the possibility that the expected synergies from the Merger will not be realized, difficulties related to the integration of the two companies, disruption from the anticipated Merger making it more difficult to maintain relationships with customers, employees, regulators or suppliers, and the diversion of management time and attention to the anticipated combination; Era’s dependence on, and the cyclical and volatile nature of, offshore oil and gas exploration, development and production activity, and the impact of COVID-19 and general economic conditions and fluctuations in worldwide prices of and demand for oil and natural gas on such activity levels, including instances of below-zero prices in oil futures and concerns of an excess of oil supply for a sustained period and limitations of storage capacity for such excess oil supply; Era’s reliance on a limited number of customers and the reduction of its customer base resulting from bankruptcies or consolidation; risks that Era’s customers reduce or cancel contracted services or tender processes or obtain comparable services through other forms of transportation; dependence on United States (“U.S.”) government agency contracts that are subject to budget appropriations; cost savings initiatives implemented by Era’s customers; risks inherent in operating helicopters; Era’s ability to maintain an acceptable safety record and level of reliability; the impact of increased U.S. and foreign government regulation and legislation, including potential government implemented moratoriums on drilling activities; the impact of a grounding of all or a portion of Era’s fleet for extended periods of time or indefinitely on Era’s business, including its operations and ability to service customers, results of operations or financial condition and/or the market value of the affected helicopter(s); Era’s ability to successfully expand into other geographic and aviation service markets; risks associated with political instability, governmental action, war, acts of terrorism, trade policies and changes in the economic condition in any foreign country where Era does business, which may result in expropriation, nationalization, confiscation or deprivation of Era’s assets or result in claims of a force majeure situation; the impact of declines in the global economy and financial markets; the impact of fluctuations in foreign currency exchange rates on Era’s asset values and cost to purchase helicopters, spare parts and related services; risks related to investing in new lines of aviation service without realizing the expected benefits; risks of engaging in competitive processes or expending significant resources for strategic opportunities, with no guaranty of recoupment; Era’s reliance on a small number of helicopter manufacturers and suppliers; Era’s ongoing need to replace aging helicopters; Era’s reliance on the secondary helicopter market to dispose of used helicopters and parts; Era’s reliance on information technology and potential harm from cyber-security incidents; the impact of allocation of risk between Era and its customers; the liability, legal fees and costs in connection with providing emergency response services; adverse weather conditions and seasonality; risks associated with Era’s debt structure; Era’s counterparty credit risk exposure; the impact of operational and financial difficulties of Era’s joint ventures and partners and the risks associated with identifying and securing joint venture partners when needed; conflict with the other owners of Era’s non-wholly owned subsidiaries and other equity investees; adverse results of legal proceedings; significant increases in fuel costs; Era’s ability to obtain insurance coverage and the adequacy and availability of such coverage; the possibility of labor problems; the attraction and retention of qualified personnel; restrictions on the amount of foreign ownership of Era’s common stock; and various other matters and factors, many of which are beyond Era’s control. In addition, these statements constitute Era Group’s cautionary statements under the Private Securities Litigation Reform Act of 1995. It is not possible to predict or identify all such factors. Consequently, the foregoing should not be considered a complete discussion of all potential risks or uncertainties. The words “estimate,” “project,” “intend,” “believe,” “plan” and similar expressions are intended to identify forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made. Era Group disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in Era Group’s expectations or any change in events, conditions or circumstances on which the forward-looking statement is based. The forward-looking statements in this release should be evaluated together with the many uncertainties that affect Era’s businesses, particularly those mentioned under “Risk Factors” in Era Group’s Annual Report on Form 10-K for the year ended December 31, 2019, in the Preliminary Joint Proxy and Consent Statement/Prospectus, and in Era Group’s current reporting on Form 8-K (if any). This press release reflects the views of Era’s management as of the date hereof. Except to the extent required by applicable law, Era undertakes no obligation to update or revise any forward-looking statement.
