
**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): February 7, 2021

Bristow 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.)

3151 Briarpark Drive, Suite 700, Houston, Texas
(Address of Principal Executive Offices)

77042
(Zip Code)

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

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	VTOL	NYSE

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).

Emerging growth company ☐

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 5.08. Shareholder Director Nominations.

On February 7, 2021, the Board of Directors (the “Board”) of Bristow Group Inc. (the “Company”) determined that the Company’s 2021 annual meeting of stockholders (the “2021 Annual Meeting”) will be held on Tuesday, August 3, 2021. The record date for the determination of stockholders of the Company entitled to receive notice of and to vote at the 2021 Annual Meeting shall be the close of business on Monday, June 7, 2021. Because the date of the 2021 Annual Meeting differs by more than 30 days from the anniversary date of the Company’s 2020 annual meeting of stockholders, which was held on June 11, 2020, the deadlines for the receipt of any stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as set forth in the Company’s joint proxy and consent solicitation statement/prospectus (File No. 333-237557), filed with the United States Securities and Exchange Commission (the “SEC”) on May 5, 2020, no longer apply. Pursuant to the Company’s amended and restated bylaws (the “Bylaws”) and Rule 14a-5(f) of the Exchange Act, the Company is hereby providing notice of the revised deadlines for such proposals by means of this report.

The new deadline is the close of business on March 15, 2021 (which the Company has determined to be a reasonable time before it expects to begin to print and distribute its proxy materials prior to the 2021 Annual Meeting) for stockholder proposals to be included in the Company’s proxy materials for the 2021 Annual Meeting pursuant to Rule 14a-8, and stockholder proposals intended to be considered at the 2021 Annual Meeting other than by means of inclusion in the Company’s proxy materials. Stockholder proposals or nominations, and all supporting information required by Rule 14a-8, must be delivered to the principal executive offices of the Company at Bristow Group Inc., 3151 Briarpark Drive, Suite 700, Houston, Texas 77042, Attention: Crystal Gordon, Corporate Secretary, on or prior to this deadline. In addition to complying with this deadline, stockholder proposals must comply with all applicable SEC rules, including Rule 14a-8, and the requirements set forth in the Bylaws and applicable law.

As a separate and distinct matter from stockholder proposals under Rule 14a-8, in accordance with Section 1.12 of the Bylaws, in order for a stockholder to properly bring any item of business before the next annual meeting of stockholders, such stockholder must give the Company timely notice thereof in writing. To be timely, a stockholder’s notice must be delivered to the Company’s Corporate Secretary, Crystal Gordon, at the principal executive offices of the Company, not earlier than the close of business on the 120th day, nor later than the close of business on the 90th day, prior to the first anniversary date of the previous year’s annual meeting of stockholders. Accordingly, for the 2021 Annual Meeting, notice must be delivered to the Company no earlier than February 11, 2021 nor later than March 13, 2021. The notice must set forth the information required by the provisions of the Bylaws relating to stockholder proposals and nominations of directors. Under current SEC rules, the Company is not required to include in its proxy statement any director nominated by a stockholder using this process. If the Company chooses not to include such a nominee, the stockholder will be required to distribute its own proxy materials in connection with its solicitation of proxies with respect to that nominee.

Item 7.01. Regulation FD Disclosure.

A copy of the Company’s press release announcing the pricing of the Offering (as defined herein) is furnished as Exhibit 99.1 to this report and is incorporated by reference herein.

The information furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On February 10, 2021, the Company priced \$400 million aggregate principal amount of 6.875% Senior Secured Notes due 2028 (the “Notes”) under its previously announced private offering to eligible purchasers pursuant to Rule 144A and Regulation S under the Securities Act (the “Offering”). The Offering is expected to close on February 25, 2021, subject to customary closing conditions. This report does not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other security. The Notes have not been, and will not be, registered under the Securities Act or the securities law of any jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated February 10, 2021.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

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: February 10, 2021

By: /s/ Crystal L. Gordon
Crystal L. Gordon
Senior Vice President, General Counsel and Corporate Secretary

February 10, 2021

**Bristow Group Announces Pricing of \$400 Million Senior Secured Notes in a Private Offering**

HOUSTON, February 10, 2021 – Bristow Group Inc. (NYSE: VTOL) (the “Company”) announced today the pricing of its previously announced private offering of \$400 million aggregate principal amount of 6.875% senior secured notes due 2028 (the “notes”) to eligible purchasers pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The closing of the offering is expected to occur on February 25, 2021 and is subject to the satisfaction of customary closing conditions.

The notes will mature on March 1, 2028. The notes will pay interest semi-annually and will be fully and unconditionally guaranteed, jointly and severally, on a senior secured basis, by the Company’s existing material wholly owned domestic subsidiaries and certain existing material wholly owned foreign subsidiaries, as well as certain future subsidiaries. The notes will be secured by first priority liens, subject to limited exceptions, on collateral that will consist of certain helicopters and related assets, together with substantially all of the other tangible and intangible property assets of the Company and the subsidiary guarantors (other than certain excluded assets), including approximately 93 pledged aircraft.

The Company intends to use the net proceeds from the offering of the notes, together with cash on hand, to repay its secured equipment term loan with approximately \$152.0 million outstanding with Macquarie Bank Limited and its term loans with approximately \$203.9 million outstanding with PK AirFinance S.à R.L. (collectively, the “Term Loans”) and to fund the previously announced redemption of all of its outstanding 7.750% Senior Notes due 2022 with an aggregate principal amount of approximately \$132.0 million outstanding (the “7.750% Senior Notes”). In connection with the closing of the offering, the Company intends to terminate the term loan credit agreements relating to the Term Loans. The offering of the notes is not conditioned on the redemption of the 7.750% Senior Notes or the repayment of the Term Loans.

The notes are being offered and sold to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act, and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The offer and sale of the notes and the related subsidiary guarantees have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state laws.

This news release shall not constitute an offer to sell or a solicitation of an offer to purchase these notes nor shall there be any sale of the notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful. Any offers of the notes shall be made in the United States only by means of a private offering circular pursuant to Rule 144A under the Securities Act, and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

About Bristow Group

Bristow Group Inc. is the leading global provider of vertical flight solutions. Bristow primarily provides aviation services to a broad base of major integrated, national and independent offshore energy companies. Bristow provides commercial search and rescue (SAR) services in several countries and public sector SAR services in the United Kingdom (U.K.) on behalf of the Maritime & Coastguard Agency (MCA). Additionally, the Company also offers ad hoc helicopter and fixed wing transportation services. Bristow currently has customers in Australia, Brazil, Canada, Chile, Colombia, Guyana, India, Mexico, Nigeria, Norway, Spain, Suriname, Trinidad, the U.K. and the U.S. To learn more, visit our website at www.bristowgroup.com.

Forward-Looking Statements Disclosure

This news release contains “forward-looking statements.” Forward-looking statements give the Company’s current expectations or forecasts of future events. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “project,” or “continue,” or other similar words. These statements are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, reflect management’s current views with respect to future events and therefore are subject to significant risks and uncertainties, both known and unknown. Without limiting the generality of the foregoing, such forward-looking statements include statements regarding the use of proceeds from the offering, the anticipated timing of the closing of the offering and the conditional redemption of the 7.750% Senior Notes. The Company’s actual results may vary materially from those anticipated in forward-looking statements.

The Company disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in the Company’s expectations or any change in events, conditions or circumstances on which the forward-looking statement is based that occur after the date hereof. You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and speak only as of the date hereof. New risks and uncertainties arise from time to time, and it is impossible for us to predict

these matters or how they may affect us. We have included important factors in the section entitled “Risk Factors” in the Company’s joint proxy and consent solicitation statement/prospectus (File No. 333-237557) filed with the United States Securities and Exchange Commission (the “SEC”) on May 5, 2020 (the “Proxy Statement”) and the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2020, which we believe, over time, could cause our actual results, performance or achievements to differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements. You should consider all risks and uncertainties disclosed in the Proxy Statement and in our filings with the SEC, all of which are accessible on the SEC’s website at www.sec.gov.



Source: Bristow Group Inc.

Released February 10, 2021