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

**POST-EFFECTIVE AMENDMENTS NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-187116
REGISTRATION STATEMENT NO. 333-214402
UNDER
THE SECURITIES ACT OF 1933**

BRISTOW GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

72-1455213
(I.R.S. Employer
Identification Number)

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

77042
(Zip Code)

ERA GROUP INC. 2013 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Crystal L. Gordon
Senior Vice President, General Counsel,
Head of Government Affairs, and Corporate Secretary
Bristow Group Inc.
3151 Briarpark Drive, Suite 700
Houston, Texas 77042
(713) 267-7600

(Name, address and telephone number, including area code, of agent for service)

With a copy to:

Carina L. Antweil
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Bristow Group Inc. (the “Registrant”), formerly known as Era Group Inc. (“Era”), is filing these post-effective amendments (the “Post-Effective Amendments”) to the Registration Statements on Form S-8 listed below (the “Registration Statements”) to terminate the effectiveness of the Registration Statements and to deregister all shares of common stock registered but unissued under the Era Group Inc. 2013 Employee Stock Purchase Plan (the “Plan”) as of the date hereof.

The Post-Effective Amendments relate to the following Registration Statements:

1. Registration Statement on [Form S-8](#) (No. 333-187116), which was filed by Era with the Securities and Exchange Commission (the “SEC”) on March 8, 2013, registering 300,000 shares of common stock; and
2. Registration Statement on [Form S-8](#) (No. 333-214402), which was filed by Era with the SEC on November 2, 2016, registering 400,000 shares of common stock.

On June 11, 2020, pursuant to the Agreement and Plan of Merger, dated January 23, 2020, as amended on April 22, 2020 (the “Merger Agreement”), by and among Era, Bristow Group Inc. (“Old Bristow”) and Ruby Redux Merger Sub, Inc., a wholly owned subsidiary of Era (“Merger Sub”), Merger Sub merged with and into Old Bristow, with Old Bristow continuing as the surviving corporation and a direct wholly owned subsidiary of Era (the “Merger”). As a result of the Merger, Era changed its name to Bristow Group Inc.

In connection with the Merger, the Registrant terminated all offerings of common stock pursuant to the Registration Statements. The Registrant is filing the Post-Effective Amendments in accordance with the undertakings in the Registration Statements to terminate the effectiveness of the Registration Statements and to remove from registration by means of a post-effective registration statement any of the securities being registered which remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused the Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 22nd day of October, 2021.

BRISTOW GROUP INC.

By: /s/ Crystal L. Gordon

Name: Crystal L. Gordon

Title: Senior Vice President, General Counsel, Head of
Government Affairs, and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, the Post-Effective Amendments to the Registration Statements have been signed by the following persons in the capacities indicated on the 22nd day of October, 2021.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ Christopher S. Bradshaw</u> Christopher S. Bradshaw | President, Chief Executive Officer and Director (Principal Executive Officer) |
| <u>/s/ Jennifer D. Whalen</u> Jennifer D. Whalen | Senior Vice President and Chief Financial Officer (Principal Accounting and Financial Officer) |
| <u>/s/ Lorin L. Brass</u> Lorin L. Brass | Director |
| <u>/s/ Charles Fabrikant</u> Charles Fabrikant | Director |
| <u>/s/ Wesley E. Kern</u> Wesley E. Kern | Director |
| <u>/s/ Robert J. Manzo</u> Robert J. Manzo | Director |
| <u>/s/ G. Mark Mickelson</u> G. Mark Mickelson | Chairman of the Board and Director |
| <u>/s/ General Maryanne Miller, Ret.</u> General Maryanne Miller, Ret. | Director |

/s/ Christopher Pucillo
Christopher Pucillo

Director

/s/ Brian D. Truelove
Brian D. Truelove

Director