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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ERA 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 No.)

**818 TOWN & COUNTRY BLVD, SUITE 200
HOUSTON, TEXAS**
(Address of Principal Executive Offices)
77024
(Zip Code)

ERA GROUP INC. 2013 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of Plan)

**SHEFALI SHAH
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND CORPORATE SECRETARY
ERA GROUP INC.
818 TOWN & COUNTRY BLVD, SUITE 200
HOUSTON, TEXAS
(713) 369-4700**
(Name and Agent for Service)
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**BRETT D. NADRICH, ESQ.
MILBANK, TWEED, HADLEY AND MCCLOY LLP
28 LIBERTY STREET
NEW YORK, NEW YORK 10005
(212) 530-5000**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Common Stock, par value \$.01 per share	400,000	\$7.46	\$2,984,000	\$345.85

(1) Plus such indeterminate number of shares of Common Stock of the Registrant as may be issued to prevent dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933.

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933. The offering price and registration fee are based on a price of \$7.46 per share, which price is the average of the high and low sales prices of the shares of common stock, as reported on the New York Stock Exchange on October 31, 2016.

EXPLANATORY NOTE

This Registration Statement has been filed for the purpose of registering an additional 400,000 shares of common stock, par value \$0.01 per share, of Era Group Inc. (the “Registrant” or the “Company”) that may be offered or sold to the participants of the Era Group Inc. 2013 Employee Stock Purchase Plan (as amended, the “Plan”). The amendment to the Plan to add these additional shares was approved by the Registrant’s Board of Directors in reliance on an exemption from shareholder approval under Section 303A.08 of the New York Stock Exchange Listed Company Manual. Pursuant to General Instruction E to Form S-8, the contents of the previous registration statement relating to the Plan (File No. 333-187116, filed on March 8, 2013) are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference in this Registration Statement:

- (1) our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed on February 26, 2016, as amended by Amendment No.1 thereto filed on February 29, 2016;
- (2) our Quarterly Reports on Form 10-Q filed May 4, 2016 for the quarter ended March 31, 2016, August 3, 2016 for the quarter ended June 30, 2016 and November 1, 2016 for the quarter ended September 30, 2016;
- (3) our Periodic Report on Form 8-K filed on June 29, 2016; and
- (4) the description of our common stock contained in our registration statement on Form 10 filed on October 12, 2012, as amended, including any amendment or report filed for the purposes of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in any document incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document, which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

ITEM 8. EXHIBITS.

The exhibits listed in the accompanying Exhibit Index are filed, furnished or incorporated by reference (as stated therein) as part of this Registration Statement on Form S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on this 2nd day of November, 2016.

Era Group Inc.

By: /s/ Shefali Shah

Shefali Shah

Senior Vice President, General Counsel and Corporate Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher Bradshaw, Shefali Shah and Andrew Puhala, each of them acting alone, as his true and lawful attorney-in-fact and agent, with the full power of substitution, for him in any and all capacities, to sign any amendments (including all post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, and all post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signer</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Christopher S. Bradshaw</u> Christopher S. Bradshaw	President, Chief Executive Officer and Director (Principal Executive Officer)	November 2, 2016
<u>/s/ Shefali Shah</u> Shefali Shah	Senior Vice President, General Counsel and Corporate Secretary	November 2, 2016
<u>/s/ Andrew L. Puhala</u> Andrew L. Puhala	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	November 2, 2016
<u>/s/ Jennifer D. Whalen</u> Jennifer D. Whalen	Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 2, 2016
<u>/s/ Charles Fabrikant</u> Charles Fabrikant	Non-Executive Chairman of the Board and Director	November 2, 2016
<u>/s/ Ann Fairbanks</u> Ann Fairbanks	Director	November 2, 2016
<u>/s/ Blaine V. Fogg</u> Blaine V. Fogg	Director	November 2, 2016
<u>/s/ Christopher P. Papouras</u> Christopher P. Papouras	Director	November 2, 2016
<u>/s/ Yueping Sun</u> Yueping Sun	Director	November 2, 2016
<u>/s/ Steven Webster</u> Steven Webster	Director	November 2, 2016

EXHIBIT INDEX

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
4.1	Form of Common Stock Certificate of Era Group Inc. (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form 10 initially filed with the Commission on October 12, 2012, as amended (File No. 001-35701)).
5.1	Opinion of Milbank, Tweed, Hadley & McCloy LLP.*
23.1	Consent of Milbank, Tweed, Hadley & McCloy LLP (included in the opinion filed as Exhibit 5.1 to this registration statement).*
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.*
23.3	Consent of KPMG LLP, independent registered public accounting firm.*
24.1	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).*
99.1	Era Group Inc. 2013 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 99.1 of the Company's Form S-8 filed with the SEC on March 8, 2013 (File No. 333-187116)).
99.2	Amendment No. 1 to the Era Group Inc. 2013 Employee Stock Purchase Plan.*

* Filed herewith.

MILBANK, TWEED, HADLEY & McCLOY LLP

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SÃO PAULO
55-11-2787-6282
FAX: 55-11-2787-6469

November 2, 2016

Era Group Inc.
818 Town & Country Blvd., Suite 200
Houston, TX 77024

Re: Registration Statement on Form S-8 relating to the issuance of Common Stock under the Era Group Inc. 2013 Employee Stock Purchase Plan

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") which Era Group Inc., a Delaware corporation (the "Company"), proposes to file with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended, an additional 400,000 shares of common stock of the Company, par value \$0.01 per share (the "Shares"), issued, or issuable under and pursuant to the Era Group Inc. 2013 Employee Stock Purchase Plan (the "Plan").

We have examined originals, or copies certified to our satisfaction, of such corporate records of the Company, agreements and other instruments, certificates of public officials, certificates of officers and representatives of the Company and other documents as we have deemed it necessary as a basis for the opinions hereinafter expressed. In such examination we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the original documents of all documents submitted to us as copies and the authenticity of the originals of such latter documents. As to various questions of fact material to such opinions we have, when relevant facts were not independently established, relied upon certifications by officers of the Company and other appropriate persons and statements contained in the Registration Statement.

Based upon the foregoing, and having regard to legal considerations which we deem relevant, we are of the opinion that the issuance of the Shares pursuant to the Plan has been duly authorized and, when issued and delivered upon receipt by the Company of consideration constituting lawful consideration under Delaware law in accordance with the relevant Plan, the Shares will have been legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such opinion, we do not thereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or the rules or regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Milbank, Tweed, Hadley & McCloy LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Era Group Inc. 2013 Employee Stock Purchase Plan of our report dated February 26, 2016, with respect to the consolidated financial statements of Era Group Inc. included in its Annual Report (Form 10-K/A) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Houston, Texas
November 2, 2016



KPMG LLP
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Montréal, Québec H3A 0A3

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2100
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Internet www.kpmg.ca

**Consent of Independent Registered Public
Accounting Firm**

The Board of Directors Dart Holding Company Ltd.

We consent to the incorporation by reference in the registration statement on Form S-8 dated November 2, 2016 pertaining to the Era Group Inc. 2013 Employee Stock Purchase Plan of our audit report dated February 19, 2016, on the consolidated balance sheets of Dart Holding Company Ltd. as of December 31, 2015 and 2014, and the related consolidated statements of income (loss) and comprehensive income (loss), stockholders' equity and cash flows for each of the years in the two-year period December 31, 2015, not included herein, which report is included in the Annual Report on Form 10-K/A of Era Group Inc. for the year ended December 31, 2015.

/s/ KPMG LLP*

November 2, 2016 Montreal, Canada

*CPA auditor, CA, public accountancy permit No. A122596

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.

**AMENDMENT NO. 1
TO THE
ERA GROUP INC.
2013 EMPLOYEE STOCK PURCHASE PLAN**

THIS AMENDMENT NO. 1 TO THE ERA GROUP INC. 2013 EMPLOYEE STOCK PURCHASE PLAN (this "Amendment") is made by Era Group Inc. (the "Company").

WHEREAS, the Board of Directors of the Company (the "Board") has determined that it is in the best interests of the Company to amend the Era Group Inc. 2013 Employee Stock Purchase Plan (the "Plan") to increase the number of shares authorized for award under the Plan; and

WHEREAS, the Board approved this Amendment on September 15, 2016;

WHEREAS, in order to comply with the applicable provisions of the Code, this Amendment shall be submitted to the stockholders of the Company for approval prior to September 14, 2017.

NOW, THEREFORE, the Plan is hereby amended as follows:

1. Section 4.01 of Article IV of the Plan shall be replaced in its entirety with the following:

(a) The number of shares of common stock of the Company ("Shares") available for issuance under the Plan shall be 400,000 Shares with respect to the ten years following the adoption of the Plan. Any Shares that are not actually purchased under the Plan for any reason shall remain available for purchase hereunder.

(b) The maximum number of Shares that may be purchased by you during any Offering Period (as defined in Section 4.02 below) will be 4,000 Shares.

2. Section 9.01 of Article IX of the Plan shall be replaced in its entirety with the following:

Subject to Section 423 of the Code and the regulations promulgated thereunder, the Board of Directors of the Company may at any time terminate or amend the Plan in any respect, including, but not limited to, terminating the Plan prior to the end of an Offering Period or reducing the term of an Offering Period; provided, however, that the number of Shares subject to purchase under the Plan shall not be increased without approval of the Company's shareholders if such approval is required by the stock exchange listing requirements applicable to the Company at the time of such increase.

Except as specifically amended by this Amendment, the Plan shall remain in full force and effect in accordance with its terms.

[Remainder of page intentionally left blank]

ERA GROUP INC.

/s/ Shefali Shah

Name: Shefali Shah

Title: Senior Vice President, General Counsel & Corporate Secretary