

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

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

Bristow Group Inc.

(Exact name of registrant as specified in 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 77042
(713) 267-7600**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Bristow Group Inc. 2021 Equity Incentive Plan
(Full title of the plan)

**Elizabeth Matthews
Senior Vice President, General Counsel,
Head of Government Affairs, and Corporate Secretary
3151 Briarpark Drive, Suite 700
Houston, Texas 77042**
(Name and address of agent for service)

(713) 267-7600
(Telephone number, including area code, of agent for service)

With a copy to:

**Matthew R. Pacey, P.C.
Atma J. Kabad
Kirkland & Ellis LLP
609 Main Street, Suite 4700
Houston, Texas 77002
(713) 836-3600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 <input type="checkbox"/>	Accelerated Filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

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.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Bristow Group Inc., a Delaware corporation (the “Company”), pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 490,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), pursuant to its 2021 Equity Incentive Plan, as amended (the “Plan”). The Board of Directors of the Company recommended for approval and, on June 7, 2023, the stockholders approved an amendment to the Plan that increased the number of shares available for issuance under the Plan from 1,640,000 shares to 2,130,000 shares. On August 3, 2021, the Company filed a Registration Statement on Form S-8 (No. 333-258417) registering 1,343,792 shares of Common Stock for issuance under the Plan (the “Prior Registration Statement”). The Prior Registration Statement is currently effective. In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents filed or to be filed with the Securities and Exchange Commission (the “SEC”) by the Company are incorporated by reference in this Registration Statement:

- (a) The Company’s Annual Report on Form 10-KT for the transition period ended December 31, 2022, filed with the SEC on [March 9, 2023](#);
- (b) The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the SEC on [May 4, 2023](#);
- (c) The Company’s Current Reports on Form 8-K filed with the SEC on [January 13, 2023](#), [January 30, 2023](#), [February 10, 2023](#), [March 9, 2023](#), and [May 3, 2023](#) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K and any related exhibit);
- (d) The Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on [April 24, 2023](#); and
- (e) The description of the Common Stock contained in Exhibit 4.3 of the Company’s Annual Report on Form 10-KT filed with the SEC on [March 9, 2023](#), as the Company may update that description from time to time.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall 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 statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

The following is a list of exhibits filed as part of this registration statement, which are incorporated herein:

<u>Exhibit Number</u>	<u>Description</u>
<u>3.1*</u>	<u>Amended and Restated Certificate of Incorporation of Era Group Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 6, 2018).</u>
<u>3.2*</u>	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Era Group Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2020).</u>
<u>3.3*</u>	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Era Group Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2020).</u>
<u>3.4*</u>	<u>Amended and Restated Bylaws of Bristow Group Inc. (incorporated herein by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2020).</u>
<u>4.1*</u>	<u>Form of Common Stock Certificate of Era Group Inc. (incorporated herein by reference to Exhibit 4.1 to the Company's Amendment No. 2 to Registration Statement on Form 10 filed with the SEC on January 08, 2013, as amended).</u>
<u>4.2*</u>	<u>Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix B to the Company's definitive proxy statement on Schedule 14A filed on June 21, 2021).</u>
<u>4.3*</u>	<u>Amendment No. 1 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix B to the Company's definitive proxy statement on Schedule 14A filed on April 24, 2023).</u>
<u>5.1**</u>	<u>Legal Opinion of Kirkland & Ellis LLP.</u>
<u>23.1**</u>	<u>Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).</u>
<u>23.2**</u>	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
<u>24.1**</u>	<u>Powers of Attorney (included on the signature page of this Registration Statement).</u>
<u>107**</u>	<u>Filing Fee Table.</u>

* Incorporated by reference to the filing indicated.

** Filed herewith.

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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 7th day of June, 2023.

Bristow Group Inc.

By: /s/ Jennifer D. Whalen

Name: Jennifer D. Whalen

Title: Senior Vice President, Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Elizabeth Matthews as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitutes, may lawfully 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 indicated on the 7th day of June, 2023.

Signature

Title

/s/ Christopher S. Bradshaw

Christopher S. Bradshaw

President and Chief Executive Officer, and Director
(Principal Executive Officer)

/s/ Jennifer D. Whalen

Jennifer D. Whalen

Senior Vice President, Chief Financial Officer
(Principal Financial Officer)

/s/ Richard Tatum

Richard Tatum

Vice President, Chief Accounting Officer
(Principal Accounting Officer)

/s/ Lorin L. Brass

Lorin L. Brass

Director

/s/ Wesley E. Kern

Wesley E. Kern

Director

/s/ Robert J. Manzo

Robert J. Manzo

Director

/s/ G. Mark Mickelson

G. Mark Mickelson

Chairman of the Board and Director

/s/ General Maryanne Miller, Ret.

General Maryanne Miller, Ret.

Director

/s/ Christopher Pucillo

Christopher Pucillo

Director

/s/ Brian D. Truelove

Brian D. Truelove

Director

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002
United States

+1 713 836 3600

www.kirkland.com

June 7, 2023

Bristow Group Inc.
3151 Briarpark Drive, Suite 700
Houston, Texas 77042

Ladies and Gentlemen:

We are issuing this opinion in our capacity as special counsel to Bristow Group Inc., a Delaware corporation (the “Company”), in connection with the preparation of the Registration Statement on Form S-8 (as amended or supplemented, the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission (the “Commission”) on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the “Securities Act”), by the Company of the offer and sale of an additional 490,000 shares (the “Shares”) of common stock, par value \$0.01 per share, of the Company (the “Common Stock”) pursuant to the Bristow Group Inc. 2021 Equity Incentive Plan, as amended (the “Plan”).

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the corporate and organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company with respect to the Registration Statement, (iii) the Plan, and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of the officers and other representatives of the Company.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares of Common Stock that the Company is authorized to issue pursuant to its charter exceeds the number of shares of Common Stock outstanding and the number of shares of Common Stock that the Company is obligated to issue (or had otherwise reserved for issuance) for any purposes by at least the number of Shares, and we have assumed that such condition will remain true at all future times relevant to this opinion.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

KIRKLAND & ELLIS LLP

Bristow Group Inc.
June 7, 2023
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We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof and we assume no obligation to revise or supplement this opinion after the date of effectiveness should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Sincerely,

/s/ Kirkland & Ellis LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 8, 2023, with respect to the consolidated financial statements of Bristow Group Inc, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Houston, Texas

June 7, 2023

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)

BRISTOW GROUP INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be registered ⁽¹⁾	Proposed maximum offering price per unit ⁽²⁾	Maximum aggregate offering price	Fee Rate	Amount of registration fee
Equity	Common stock, par value \$0.01 per share	Rule 457(c) and Rule 457(h)	490,000	\$26.04	\$12,759,600	\$110.20 per \$1,000,000	\$1,406.11
Total Offering Amounts					\$12,759,600		\$1,406.11
Total Fee Offsets							\$0
Net Fee Due							\$1,406.11

(1) In addition, pursuant to Rule 416(c) under the Securities Act of the 1933, as amended (the "Securities Act"), this Registration Statement also covers an additional indeterminate number of shares of common stock, par value \$0.01 per share ("Common Stock"), of Bristow Group Inc. (the "Company" or the "Registrant") which may be necessary to adjust the number of additional shares of Common Stock reserved for issuance pursuant to the Bristow Group Inc. 2021 Equity Incentive Plan, as amended (the "Plan"), and being registered herein, as a result of stock split, stock dividend, reclassification, recapitalization, or similar adjustment(s) relating to the Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low sales prices of the Common Stock on June 2, 2023, as quoted on the New York Stock Exchange.