

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): December 9, 2023

**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,**

(Address of Principal Executive Offices)

**Houston, Texas**

**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))

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.

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**

**VTOL**

**NYSE**

**Item 5.02**                    **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 9, 2023, the Board of Directors (the “Board”) of Bristow Group Inc. (the “Company”) increased the size of the Board from eight directors to nine directors and appointed Shefali Shah to fill the resulting vacancy, effective as of December 11, 2023. The Board has determined that Ms. Shah is an independent director under the New York Stock Exchange listing standards and the Company’s director independence guidelines. The Board has not yet determined committee assignments for Ms. Shah.

Ms. Shah serves as Executive Vice President, Chief Administrative Officer and General Counsel of Avaya Holdings Corp. In her role, she oversees Avaya’s global strategic initiatives and legal organization. Ms. Shah joined Avaya in December 2017, and she previously served as Senior Vice President, General Counsel, and Corporate Secretary of the Company (formerly known as Era Group Inc.) from 2013 to 2017. Prior to that role, Ms. Shah held several senior management roles with Comverse Technology, Inc., including serving as Senior Vice President, General Counsel and Corporate Secretary from 2010 to 2013. She began her legal career at Weil, Gotshal & Manges LLP and Hutchins, Wheeler & Dittmar, P.C. She holds a Bachelor of Science in Business Administration from Boston University and a Juris Doctor from Duke University Law School.

There are no arrangements or understandings between Ms. Shah and any other person pursuant to which Ms. Shah was appointed to serve on the Board. There have been no transactions between Ms. Shah and the Company since the beginning of the last fiscal year, and none are currently proposed, that would require disclosure under Item 404(a) of Regulation S-K.

Ms. Shah will receive the standard compensation available to the Company’s non-employee directors, which is described in the Company’s Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission (“SEC”) on April 24, 2023. In accordance with the Company’s customary practice, the Company will also enter into its standard form of indemnification agreement with Ms. Shah, which is filed as Exhibit 10.6 to the Company’s Transition Report on Form 10-KT, filed with the SEC on March 9, 2023.

**Item 7.01**                    **Regulation FD Disclosure.**

On December 11, 2023, the Company issued a press release announcing the appointment of Ms. Shah as a member of the Board. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01**                    **Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit No.**                    **Description of Exhibit**

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99.1	<a href="#">Press Release, dated December 11, 2023</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

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**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: December 11, 2023

By: /s/ Elizabeth Matthews

Elizabeth Matthews  
Senior Vice President, General Counsel, Head of Government  
Affairs, and Corporate Secretary



Bristow Group Inc.

# NEWS RELEASE

## Bristow Group Appoints Shefali Shah to its Board of Directors

**HOUSTON, December 11, 2023** — Bristow Group Inc. (NYSE: VTOL) announced today that Shefali Shah has been appointed to its Board of Directors. The appointment to the new director position is effective immediately.

Shah currently serves as Executive Vice President, Chief Administrative Officer, and General Counsel for Avaya Holdings Corp (Avaya), which provides customer experience solutions to many of the world's largest brands.

Prior to joining Avaya, Shah worked at Era Group Inc. (now Bristow Group Inc.), where she served as Senior Vice President, General Counsel, and Corporate Secretary. She helped facilitate Era's transition to an independent public company and managed its legal, human resources, and corporate communications functions.

"Shefali's history in our industry, including her pivotal role at Era, equips her with a deep understanding of our business and our vision as the global leader in innovative and sustainable vertical flight solutions. Her strategic vision and leadership acumen will be greatly valued as we navigate Bristow's path towards further growth and innovation," said Director, President, and Chief Executive Officer Chris Bradshaw.

"Shefali's track record of success across various senior roles speaks volumes regarding her exceptional capabilities, and we are pleased to welcome her to our Board of Directors," said Mark Mickelson, Chairman. "Shefali's insights, drawn from her extensive experience in both the legal and corporate spheres, will undoubtedly enrich our strategic deliberations and help the Board as we guide Bristow forward."

Shah has also held several senior management roles, including Senior Vice President, General Counsel and Corporate Secretary with Comverse Technology, Inc., which developed and marketed telecommunications software. She began her legal career as a corporate associate for both Weil, Gotshal & Manges LLP and Hutchins, Wheeler & Dittmar, P.C.

She holds a Bachelor of Science in Business Administration from Boston University, and a Juris Doctor from Duke University Law School.

### About Bristow Group

Bristow Group Inc. is the leading global provider of innovative and sustainable vertical flight solutions. Bristow primarily provides aviation services to a broad base of offshore energy companies and government entities. The Company's aviation services include personnel transportation, search and rescue ("SAR"), medevac, fixed-wing transportation, unmanned systems, and ad hoc helicopter services.





Bristow Group Inc.

# NEWS RELEASE

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Bristow currently has customers in Australia, Brazil, Canada, Chile, the Dutch Caribbean, the Falkland Islands, India, Ireland, Mexico, the Netherlands, Nigeria, Norway, Spain, Suriname, Trinidad, the U.K., and the U.S.

## **Investors**

**Bristow Group Inc.**

Jennifer Whalen

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## **Media**

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