

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): June 4, 2025

**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))

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 June 4, 2025, Bristow Group Inc. (the “Company”) held its 2025 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, stockholders of the Company approved Amendment No. 3 to the Bristow Group Inc. 2021 Equity Incentive Plan (the “Amendment”), as described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities Exchange Commission on April 21, 2025 (the “Proxy Statement”). The Amendment had previously been approved, subject to stockholder approval, by the Company’s Board of Directors (the “Board”).

The description of the Amendment is subject to and qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 5.07**                      **Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the following five proposals were presented, as described in the Proxy Statement:

- (1) Election of nine director nominees named in the Proxy Statement to the Board;
- (2) Advisory vote to approve named executive officer compensation;
- (3) Advisory vote to approve the frequency of future advisory votes to approve named executive officer compensation;
- (4) Approval of an amendment to the Company’s 2021 Equity Incentive Plan; and
- (5) Ratification of the appointment of KPMG LLP as the Company’s independent auditors for 2025.

**Proposal 1 – Election of Directors**

The following nine director nominees were elected by the Company’s stockholders to serve on the Board for one-year terms until the Company’s 2026 Annual Meeting of Stockholders, or until their successors are duly elected and qualified, by the following votes:

<b><u>Nominee</u></b>	<b><u>For</u></b>	<b><u>Withheld</u></b>	<b><u>Broker Non-Vote</u></b>
Christopher S. Bradshaw	25,978,205	5,189	1,568,689
Lorin L. Brass	24,984,916	998,478	1,568,689
Wesley E. Kern	25,264,955	718,439	1,568,689
Robert J. Manzo	23,428,287	2,555,107	1,568,689
G. Mark Mickelson	25,897,829	85,565	1,568,689
General Maryanne Miller, Ret.	25,979,891	3,503	1,568,689
Christopher Pucillo	25,533,748	449,646	1,568,689
Shefali Shah	25,357,023	626,371	1,568,689
Brian D. Truelove	25,607,760	375,634	1,568,689

**Proposal 2 – Advisory Vote to Approve Named Executive Officer Compensation**

The advisory vote to approve the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement, was approved by the Company’s stockholders by the following vote:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Vote</u></b>
25,392,377	588,996	2,021	1,568,689

**Proposal 3 – Advisory Vote to Approve the Frequency of Future Advisory Votes to Approve Named Executive Officer Compensation**

The advisory vote to approve the frequency of future advisory votes to approve the compensation of the Company’s named executive officers was approved by the Company’s stockholders by the following vote:

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<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>
23,723,860	649,858	1,608,402	1,274

**Proposal 4 – Approval of an Amendment to the Company’s 2021 Equity Incentive Plan**

The amendment to the Company’s 2021 Equity Incentive Plan was approved by the Company’s stockholders by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
24,896,022	1,085,669	1,703	1,568,689

**Proposal 5 – Ratification of the Appointment of Independent Auditors**

The ratification of the appointment of KPMG LLP as the Company’s independent auditors for 2025 was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
27,326,864	223,713	1,506	None

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
10.1	<a href="#">Amendment No. 3 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated by reference to Appendix B to the Proxy Statement).</a>
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: June 6, 2025

By: /s/ Elizabeth Matthews

Elizabeth Matthews

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