As filed with the Securities and Exchange Commission on June 3, 2026

Registration No. 333-

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 Its Charter)

Delaware	**72-1455213**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
3151 Briarpark Drive, Suite 700 **Houston, Texas**	**77042**
(Address of Principal Executive Offices)	(Zip Code)

Bristow Group Inc. 2021 Equity Incentive Plan

(Full title of the plan)

Anne Burguieres Rappold

Chief Legal Officer 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:

Samantha Hale Crispin
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, 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 ☒	Accelerated filer ☐
Non-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

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 815,000 shares of its common stock, par value $0.01 per share (the "Common Stock"), issuable in respect of awards granted under the Bristow Group Inc. 2021 Equity Incentive Plan, as amended (the "Plan"). The Board of Directors of the Company recommended for approval and, on June 3, 2026, the stockholders approved an amendment to the Plan that increased the number of shares of Common Stock available for issuance under the Plan from 3,385,000 shares to 4,200,000 shares. In accordance with General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 filed by the Company with the Securities and Exchange Commission (the "SEC") on August 3, 2021 (Registration No. 333-258417), June 7, 2023 (Registration No. 333-272483), June 5, 2024 (Registration No. 333-279978) and June 4, 2025 (Registration No. 333-287778), in each case relating to the Plan, are incorporated by reference into this Registration Statement, except for those items being updated by 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 federal securities laws and regulations, the following documents filed with the SEC by the Company are incorporated by reference into this Registration Statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 26, 2026 (the "2025 Form 10-K");

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, filed with the SEC on May 6, 2026;

(c) The Company's Current Reports on Form 8-K, filed with the SEC on January 27, 2026 and April 20, 2026 (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 information included in the Company's Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 20, 2026, to the extent incorporated by reference into Part III of the 2025 Form 10-K; and

(e) The description of the Common Stock contained in Exhibit 4.3 of the Company's Annual Report on Form 10-K filed with the SEC on May 27, 2021, 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 federal securities laws and regulations, all documents subsequently filed with the SEC 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 by the Company of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby 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 herein or 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:

Exhibit Number	Description
3.1*	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).
3.2*	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).
3.3*	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).
3.4*	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).
4.1*	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 8, 2013, as amended).
4.2*	Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix C-1 to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 20, 2026).
4.3*	Amendment No. 1 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix C-2 to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 20, 2026).
4.4*	Amendment No. 2 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix C-3 to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 20, 2026).
4.5*	Amendment No. 3 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix C-4 to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 20, 2026).
4.6*	Amendment No. 4 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 with the SEC on April 20, 2026).
5.1**	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.
23.1**	Consent of KPMG LLP, independent registered public accounting firm.
23.2**	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1**	Power of Attorney (included on the signature page of this Registration Statement).
107.1**	Filing Fee Table.

* 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 June 3, 2026.

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 Anne Burguieres Rappold and Jennifer D. Whalen, and each of them, each with full power to act without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or 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 each of said attorneys-in-fact and agents 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 or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or her substitute or 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 June 3, 2026.

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/ Donna L. Anderson Donna L. Anderson	Vice President, Chief Accounting Officer *(Principal Accounting Officer)*
/s/ G. Mark Mickelson G. Mark Mickelson	Chairman of the Board and Director
/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/ Maryanne Miller Gen. Maryanne Miller	Director
/s/ Christopher Pucillo Christopher Pucillo	Director
/s/ Shefali Shah Shefali Shah	Director
/s/ Brian D. Truelove Brian D. Truelove	Director

Exhibit 107.1

Calculation of Filing Fee Tables

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 Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value $0.01 per share	Other	815,000	$41.83	$34,091,450	0.00013810	$ 4,708.03
		Total Offering Amounts				$34,091,450		$ 4,708.03
		Total Fee Offsets						$ 0.00
		Net Fee Due						$ 4,708.03

Offering Note

(1) Estimated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"), solely for purposes of calculating the registration fee, based on the average of the high and low sales prices of the common stock, par value $0.01 per share ("Common Stock"), of Bristow Group Inc. (the "Company") as reported on the New York Stock Exchange on May 28, 2026. Represents shares of Common Stock issuable in respect of awards granted under the Bristow Group Inc. 2021 Equity Incentive Plan, as amended (the "Plan"), which includes shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan. Pursuant to Rule 416(a) under the Securities Act, this Registration Statement on Form S-8 shall also cover such indeterminate number of additional shares of Common Stock as may become issuable under the Plan as a result of stock splits, stock dividends, recapitalizations or similar transactions pursuant to the adjustment or antidilution provisions thereof.

Exhibit 5.1

BAKER BOTTS L.L.P.

910 LOUISIANA AUSTIN NEW YORK
HOUSTON, TEXAS BRUSSELS PALO ALTO
77002-4995 DALLAS RIYADH
DUBAI SAN FRANCISCO

TEL +1 713.229.1234 **HOUSTON** SINGAPORE
FAX +1 713.229.1522 LONDON WASHINGTON

June 3, 2026

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

Ladies and Gentlemen:

We have acted as counsel to Bristow Group Inc., a Delaware corporation (the "Company"), with respect to certain legal matters in connection with the preparation of the registration statement on Form S-8 (the "Registration Statement") to be filed by the Company on or about the date hereof with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 815,000 shares (the "Shares") of common stock, par value $0.01 per share, of the Company ("Common Stock"), issuable in respect of awards granted under the Bristow Group Inc. 2021 Equity Incentive Plan, as amended (the "Plan"). At your request, this opinion letter is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in connection with the matter referred to above and as a basis for the opinions hereinafter expressed, we have examined (i) the Amended and Restated Certificate of Incorporation of the Company, as amended to date, (ii) the Amended and Restated Bylaws of the Company, as amended to date, (iii) the Plan, (iv) originals, or copies certified or otherwise identified, of the corporate records of the Company, including certain resolutions of the Board of Directors of the Company (the "Board"), as furnished to us by the Company, (v) originals, or copies certified or otherwise identified, of certificates of governmental and public officials and of officers and other representatives of the Company, (vi) the Registration Statement and (vii) statutes and such other records, certificates, documents and instruments as we have deemed necessary or advisable as a basis for the opinions hereinafter expressed.

In giving the opinions set forth herein, we have assumed, with your consent and without independent investigation or verification, the legal capacity and competency of all natural persons, that all signatures on documents examined by us are genuine, that all documents submitted to us as originals are authentic and complete, that all documents submitted to us as copies are true, correct and complete copies of the originals of such documents, and that all information submitted to us is accurate and complete. We have also assumed, as to factual matters, with your consent and without independent investigation or verification, the truth and accuracy of the certificates, statements or other representations of officers or other representatives of the Company and of governmental and public officials.

In connection with the opinions set forth herein, we have assumed that (i) the Shares will be issued pursuant to the provisions of the Plan and any applicable award agreement (and any related instrument) duly adopted under and in accordance with the terms and conditions of the Plan (each, an “Award Agreement”); (ii) the consideration received by the Company for the Shares will not be less than the par value of the Shares; and (iii) at or prior to the time of the delivery of any Shares, the Registration Statement will be effective under the Securities Act.

On the basis of the foregoing, and subject to the exceptions, assumptions, qualifications and limitations set forth herein, we are of the opinion that, in the case of Shares originally issued by the Company pursuant to the provisions of the Plan and any applicable Award Agreement, following due authorization of a particular award thereunder by the Board or such committee as designated by the Board (the Board or such committee, the “Administrator”) as provided in and in accordance with the Plan and any applicable Award Agreement, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of the Plan and such award, for the consideration established pursuant to the terms of the Plan and any applicable Award Agreement, and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Administrator as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and non-assessable.

The opinions set forth above in this opinion letter are limited to the original issuance of Shares by the Company and do not cover shares of Common Stock delivered by the Company out of shares reacquired by it.

The opinions set forth above in this opinion letter are limited in all respects to matters of the General Corporation Law of the State of Delaware, as published and in effect on the date hereof, and we express no opinion as to the law of any other jurisdiction.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby 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 SEC thereunder.

Very truly yours,
/s/ Baker Botts L.L.P.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 25, 2026, 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 3, 2026