

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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 19, 2018**

**Commission file number 001-31617**

**BRISTOW GROUP INC.**  
(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**72-0679819**  
(I.R.S. Employer  
Identification No.)

**2103 City West Blvd., 4<sup>th</sup> Floor, Houston, Texas**  
(Address of principal executive offices)

**77042**  
(Zip Code)

**Registrant's telephone number, including area code: (713) 267-7600**

**None**

**Former name, former address and former fiscal year, 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 (see General Instruction A.2. below):

- 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

On December 19, 2018, the Board of Directors (the “Board”) of Bristow Group Inc. (the “Company”) adopted the First Amendment (the “First Amendment”) to the Deferred Compensation Plan, as previously amended and restated effective as of August 1, 2008 (the “Plan”), for certain senior executives.

Effective as of December 31, 2018, the First Amendment eliminates mandatory annual Company contributions to each participant’s Employer Contribution Account (as such term is defined in the Plan), other than Company contributions allocated in calendar year 2018 but to be settled in calendar year 2019. The Plan otherwise remains in effect, and amounts previously deferred under the Plan remain subject to the terms and provisions of the Plan.

The description of the First Amendment set forth above is qualified in its entirety by the First Amendment, which is filed as Exhibit 10.1 hereto.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	<a href="#"><u>First Amendment to the Bristow Group Inc. Deferred Compensation Plan, effective as of December 31, 2018</u></a>

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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 26, 2018

By: /s/ E. H. Underwood III

Name: E. H. Underwood III

Title: Interim General Counsel

**First Amendment  
to  
Bristow Group Inc.  
Deferred Compensation Plan**

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**Effective as of December 31, 2018**

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**WHEREAS**, Bristow Group Inc. (the “Company”) amended and restated the Bristow Group Inc. Deferred Compensation Plan effective as of August 1, 2008 (the “Plan”); and

**WHEREAS**, the Company desires to amend the Plan as set forth below; and

**WHEREAS**, Section 7.1 of the Plan authorizes the board of directors of the Company to make amendments to the Plan.

**NOW THEREFORE**, in consideration of the above premises, the Company hereby amends the Plan in accordance with this First Amendment, effective as of December 31, 2018:

1. Each of Sections 2.10, 2.22 and 4.5 in the Table of Contents shall be deleted in their entirety and replaced with “[Reserved]”.
2. Section 2.10 shall be deleted in its entirety and replaced with “[Reserved]”.
3. Section 2.17 shall be deleted in its entirety and replaced with the following:

**2.17 Distribution Election(s)**

**Distribution Election(s)** means the written or electronic election by the Participant of the form of distribution of such Participant’s Discretionary Contribution Account, as described in Section 4.4.

4. Section 2.22 shall be deleted in its entirety and replaced with “[Reserved]”.
5. Paragraph (a) of Section 3.3 shall be amended by deleting the phrase “, Employer Contributions” therein.
6. Section 4.1 shall be amended by replacing the phrase “Employer Contributions” therein with the phrase “any other contributions by the Company”.
7. Section 4.5 shall be deleted in its entirety and replaced with “[Reserved]”.
8. Section 4.8 shall be deleted in its entirety and replaced with the following:

**4.8 Errors in Accounts**

If an error or omission is discovered in the Account of any Participant, or in the amount of a Participant’s Deferral Contributions, Discretionary Contributions or other contributions previously made by the Company, the Company in its sole discretion, shall cause appropriate, equitable adjustments to be made as soon as administratively practicable following the discovery of such error or omission.

9. Paragraph (c) of Section 4.9 shall be amended by deleting the phrase “, Employer Contributions” therein.

10. Paragraph (c) of Section 6.3 shall be amended by deleting the phrase “and Employer Contribution Account” therein.
11. Section 6.4 shall be amended by deleting the phrase “Employer Contribution Account and” therein.
12. Clause (b) of Section 9.1 shall be amended by replacing the phrase “Employer contributions” therein with the phrase “Discretionary Contributions”.

*[Remainder of page intentionally left blank; signature page follows]*

**IN WITNESS WHEREOF**, the Company has executed this First Amendment to the Plan effective as of the 31st day of December, 2018.

**BRISTOW GROUP INC.**

By: /s/ E. H. Underwood III

Name: E. H. Underwood III

Title: Interim General Counsel

*Signature Page to First Amendment to  
Bristow Group Inc. Deferred Compensation Plan*