

**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): May 13, 2019

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., 4th 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))

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 (\$.01 par value)	N/A	None

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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 13, 2019, Bristow Group Inc. (the “Company”, “we”, “us” or “our”) was notified by the New York Stock Exchange (the “NYSE”) that the NYSE has determined to commence proceedings to delist the Company’s common stock, \$0.01 par value per share (the “Common Stock”), from the NYSE as a result of the Company’s May 11, 2019 announcement that it and certain of its subsidiaries had filed voluntary petitions (the “Chapter 11 Cases”) under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”), as previously disclosed. The NYSE suspended trading in the Common Stock prior to the market open on the NYSE on May 13, 2019. In addition, the NYSE advised the Company that its application to the Securities and Exchange Commission to delist the Common Stock is pending, subject to the completion of applicable procedures.

Under the NYSE delisting procedures, the Company has a right to a review of this determination, provided a written request for such a review is filed with the NYSE within ten business days after receiving the notice of delisting. The Company has decided not to seek such a review and, therefore, expects that the Common Stock will be delisted.

As a result of the notice of delisting, the Common Stock is currently trading on the OTC Pink Marketplace under the symbol “BRSWQ.” The Company can provide no assurance that the Common Stock will continue to trade on this market, whether broker-dealers will continue to provide public quotes of the Common Stock on this market, whether the trading volume of the Common Stock will be sufficient to provide for an efficient trading market or whether quotes for the Common Stock will continue on this market in the future.

Item 7.01. Regulation FD Disclosure.

On May 15, 2019, the Company issued a press release announcing the approval of certain “first day” motions by the Bankruptcy Court in connection with the Chapter 11 Cases. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Additional information regarding the Chapter 11 Cases is available at <http://www.bristowgroup.com/restructuring>. Court filings and information about the claims process are available at <https://cases.primeclerk.com/Bristow>. Information contained on, or that can be accessed through, such web sites is not part of, and is not incorporated into, this Current Report on Form 8-K. Questions should be directed to the Company’s claims agent, Prime Clerk, by email to bristowinfo@primeclerk.com or by phone at +1 844-627-6967 (toll free) or +1 347-292-3534 (toll).

The information contained in this Item 7.01 and Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be incorporated by reference into any filings made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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99.1	Press Release, dated as of May 15, 2019.
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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: May 15, 2019

By: /s/ Brian J. Allman
Brian J. Allman
Senior Vice President and Chief Financial Officer



Bristow Group Inc.

NEWS RELEASE

BRISTOW GROUP INC. RECEIVES COURT APPROVAL OF “FIRST DAY MOTIONS”

Company Continues Normal Course Operations Globally

HOUSTON, TX – May 15, 2019 / PRNewswire -- Bristow Group Inc. (NYSE: BRS) (“Bristow” or the “Company”) today announced that the Company has received approval from the U.S. Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court” or “the Court”) for its First Day motions related to its voluntary Chapter 11 reorganization.

The Court has approved Bristow’s motions seeking a variety of “first-day” relief for the filing entities, including authority to pay employee wages and salaries, Company-sponsored benefit programs, as well as vendors and suppliers in the ordinary course for goods and services provided after the Petition Date.

Bristow intends to use the Chapter 11 proceedings to restructure and strengthen its balance sheet and achieve a lower and more sustainable debt level, while continuing to provide safe, reliable and professional industrial aviation services to its global clients well into the future.

All of Bristow’s businesses are operating in the ordinary course and are anticipated to continue to do so for the duration of the Chapter 11 process.

The Chapter 11 filings pertain to six of Bristow’s legal entities in the United States and two of its Cayman Islands subsidiaries. Bristow’s other non-U.S. entities, including those holding Bristow’s non-U.S. air operating certificates (“AOCs”), are not included in the Chapter 11 filings. The following entities are included: Bristow Group Inc., BHNA Holdings Inc., Bristow Alaska Inc., Bristow Helicopters Inc., Bristow U.S. Leasing LLC, Bristow U.S. LLC, BriLog Leasing Ltd. and Bristow Equipment Leasing Ltd.

Additional information regarding Bristow’s Chapter 11 filing is available on the Company’s website: <http://www.bristowgroup.com/restructuring>. Court filings and information about the claims process are available at: <https://cases.primeclerk.com/Bristow>. Questions should be directed to the Company’s claims agent, Prime Clerk, by email to bristowinfo@primeclerk.com or by phone at +1 844-627-6967 (toll free) or +1 347-292-3534 (toll).

Baker Botts L.L.P. and Wachtell, Lipton, Rosen & Katz are serving as the Company’s legal counsel and Alvarez & Marsal is serving as the Company’s restructuring advisor. Houlihan Lokey is serving as financial advisor to the Company.

About Bristow Group Inc.

Bristow Group Inc. is the world’s leading industrial aviation service provider offering helicopter transportation, search and rescue (SAR) and aircraft support services to government and civil organizations worldwide. Bristow’s strategically located global fleet supports operations in the North Sea, Nigeria and the U.S. Gulf of Mexico; as well as in most of the other major offshore oil and gas producing regions of the world, including Australia, Brazil, Canada, Russia and Trinidad. Bristow provides SAR services to the private sector worldwide and to the public sector for all of the U.K. on behalf of the Maritime and Coastguard Agency. To learn more, visit our website at www.bristowgroup.com.



Bristow Group Inc.

NEWS RELEASE

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