

Bristow Group Inc  
Form S-8 POS  
February 03, 2006

As filed with the Securities and Exchange Commission on February 3, 2006.

Registration No. 333-121207

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Post-Effective Amendment No. 1 to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BRISTOW GROUP INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State of other jurisdiction of  
Incorporation or Organization)

**72-0679819**

(I.R.S. Employer Identification No.)

**2000 W. SAM HOUSTON PARKWAY SOUTH  
SUITE 1700**

**HOUSTON, TEXAS 77042**

(Address, including zip code, of registrant's principal executive offices)

**OFFSHORE LOGISTICS, INC.**

**2004 STOCK INCENTIVE PLAN**

(Full title of the plan)

**William E. Chiles**

**President and Chief Executive Officer**

**Bristow Group Inc.**

**2000 W. Sam Houston Parkway South**

**Suite 1700**

**Houston, Texas 77042**

**(713) 267-7600**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

With a Copy to:

Paul M. Haygood

Correro Fishman Haygood Phelps Walmsley & Casteix, L.L.P.

201 St. Charles Avenue, 46<sup>th</sup> Floor

New Orleans, Louisiana 70170

(504) 586-5252

**EXPLANATORY NOTE**

On December 13, 2004, Offshore Logistics, Inc. registered 1,000,000 shares of its Common Stock, \$.01 par value, on a Form S-8 Registration Statement with the Securities and Exchange Commission, Registration Number 333-121207 (the Registration Statement ), pursuant to the Offshore Logistics, Inc. 2004 Stock Incentive Plan. On February 1, 2006, Offshore Logistics, Inc. changed its name to Bristow Group Inc. (the Registrant ). This Post-Effective Amendment No. 1 to the Registration Statement is filed solely to add Exhibit 10.3, which was not previously filed with the Registration Statement. All items have been omitted herefrom other than the facing page, the addition to Item 8, the signature page and the addition to the exhibit index.

**Item 8. Exhibits.**

The following exhibit is filed as part of this registration statement:

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| 10.3        | Form of Restricted Stock Agreement, (filed as Exhibit 10.3 to the Form 8-K/A, filed on February 3, 2006) and incorporated herein by reference. |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certified 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 Houston, Texas on February 3, 2006.

**BRISTOW GROUP INC.**

By: /s/ William E. Chiles  
 William E. Chiles  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature  | Title  | Date             |
|--|--|------------------|
| /s/ William E. Chiles<br>William E. Chiles       | President, Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer) and Director | February 3, 2006 |
| /s/ Elizabeth D. Brumley<br>Elizabeth D. Brumley | Controller and Chief Accounting Officer (Principal Accounting Officer)   | February 3, 2006 |
| /s/ *<br>Kenneth M. Jones                        | Chairman of the Board  | February 3, 2006 |
| /s/ *<br>Stephen J. Cannon                       | Director   | February 3, 2006 |
| /s/ *<br>Jonathan H. Cartwright                  | Director   | February 3, 2006 |
| /s/ *<br>Thomas C. Knudson                       | Director   | February 3, 2006 |
| /s/ *<br>Pierre H. Jungels                       | Director   | February 3, 2006 |
| /s/ *<br>Ken C. Tamblyn                          | Director   | February 3, 2006 |

Robert W. Waldrup

\*By: /s/ William E. Chiles  
William E. Chiles  
Attorney-In-Fact

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INDEX TO EXHIBITS

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