

Bristow Group Inc
Form 8-K
August 06, 2008

**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): August 6, 2008

Bristow Group Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-31617

(Commission File Number)

72-0679819

(IRS Employer
Identification No.)

**2000 W. Sam Houston Pkwy S.,
Suite 1700**

Houston, Texas

(Address of principal executive offices)

77042

(Zip Code)

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

Former Name or Former Address, if Changed Since Last Report: **NONE**

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))
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ITEM 2.02 Results of Operations and Financial Condition.

On August 6, 2008, Bristow Group Inc. (the Company) issued a press release which summarized its financial results for the three-month period ended June 30, 2008 (the Financial Results). This press release was issued in anticipation of a conference call and Q&A session starting at 10:00 a.m. EDT (9:00 CDT) on Wednesday, August 6, 2008, to review the Financial Results. A copy of the press release is furnished with this report as Exhibit 99.1, and is incorporated herein by reference.

ITEM 7.01 Regulation FD Disclosure.

On August 6, 2008, the Company issued a press release announcing that it has executed an agreement to sell 53 single-engine aircraft and related assets operating in the U.S. Gulf of Mexico to Rotorcraft Leasing Company, L.L.C. for \$65 million. A copy of the press release is furnished with this report as Exhibit 99.2, and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit Number Description of Exhibit

99.1 Press Release summarizing financial results dated August 6, 2008

99.2 Press Release dated August 6, 2008 announcing aircraft sale agreement

Limitation on Incorporation by Reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Form 8-K and the attached exhibits shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933 or the Exchange Act unless Bristow expressly states that such information is to be considered filed under the Exchange Act or incorporates it by specific reference in such a filing. The information set forth in Items 2.02 and 7.01 and the related exhibits furnished in Item 9.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K.

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: August 6, 2008

By: /s/ Randall A. Stafford
Randall A. Stafford
Vice President and General Counsel,
Corporate Secretary