

HERCULES OFFSHORE, INC.

Form S-8 POS

November 03, 2016

As filed with the Securities and Exchange Commission on November 3, 2016

**Registration No. 333-196138**

**Registration No. 333-176441**

**Registration No. 333-149289**

**Registration No. 333-134135**

**Registration No. 333-129344**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-196138**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-176441**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-149289**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-134135**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-129344**

**HERCULES OFFSHORE, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction of</b>	<b>83-0402575</b>
<b>incorporation or organization)</b>	<b>(I.R.S. Employer</b>
	<b>Identification No.)</b>

**9 Greenway Plaza, Suite 2200**

**Houston, Texas 77046**

**(713) 350-5100**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Hercules Offshore, Inc. 2014 Long-Term Incentive Plan**

**Amended and Restated Hercules Offshore 2004 Long-Term Incentive Plan**

**Hercules Offshore 2004 Long-Term Incentive Plan**

**Beau M. Thompson, Esq.**

**Senior Vice President, General Counsel and Secretary**

**9 Greenway Plaza, Suite 2200**

**Houston, Texas 77046**

**(713) 350-5100**

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



*with a copy to:*

**Stephen B. Kuhn**

**Alice Hsu**

**Akin Gump Strauss Hauer & Feld LLP**

**One Bryant Park**

**New York, NY 10036**

**(212) 872-1000**

**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:**

*Not applicable.*

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the Securities Act ), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 under the Securities Exchange Act of 1934. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company



**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1, filed by Hercules Offshore, Inc. (the Hercules ), relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ):

Registration Statement No. 333-196138, filed with the Securities and Exchange Commission May 21, 2014, registering the offer and sale of 5,500,000 shares and an indeterminate number of additional shares that may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions of Hercules common stock, par value \$0.01 per share (the Common Stock ), issuable pursuant to the Hercules Offshore, Inc. 2014 Long-Term Incentive Plan;

Registration Statement No. 333-1176441, filed with the Securities and Exchange Commission August 23, 2011, registering the offer and sale of 5,000,000 shares of Common Stock and Rights to Purchase Series A Junior Participating Preferred Stock attached thereto, issuable pursuant to the Amended and Restated Hercules Offshore 2004 Long-Term Incentive Plan;

Registration Statement No. 333-149289, filed with the Securities and Exchange Commission February 15, 2008, registering the offer and sale of 6,800,000 shares of Common Stock and Rights to Purchase Series A Junior Participating Preferred Stock attached thereto, issuable pursuant to the Amended and Restated Hercules Offshore 2004 Long-Term Incentive Plan;

Registration Statement No. 333-134135, filed with the Securities and Exchange Commission May 15, 2006, registering the offer and sale of 1,000,000 shares of Common Stock and Rights to Purchase Series A Junior Participating Preferred Stock attached thereto, issuable pursuant to the Hercules Offshore 2004 Long-Term Incentive Plan; and

Registration Statement No. 333-129344, filed with the Securities and Exchange Commission October 31, 2005, registering the offer and sale of 2,450,000 shares of Common Stock and Rights to Purchase Series A Junior Participating Preferred Stock attached thereto, issuable pursuant to the Amended and Restated Hercules Offshore 2004 Long-Term Incentive Plan.

On August 13, 2015, Hercules and certain of its subsidiaries (each, a Debtor ) filed voluntary petitions for relief under the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court ). On September 24, 2015, the Bankruptcy Court confirmed the Joint Prepackaged Plan of Reorganization of the Debtors (the Plan ). The Plan became effective on November 6, 2015 ( Effective Time ).

As a result of the effectiveness of the Plan, the offerings under the Registration Statements have been terminated. In accordance with the undertakings made by Hercules to remove from registration, by means of a post-effective amendment, any of the securities under the Registration Statements which remain unsold at the termination of the offerings, Hercules hereby removes from registration all securities registered under the Registration Statements which remained unsold as of the Effective Time of the Plan, if any.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, Hercules 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 post-effective amendment to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on this 3rd day of November, 2016.

**Hercules Offshore, Inc.**

(Registrant)

By: /s/ Beau M. Thompson  
Beau M. Thompson  
*Senior Vice President, General Counsel  
and Secretary*

Note: no other person is required to sign this post-effective amendment to the Registration Statements on Form S-8 in reliance on Rule 478 of the Securities Act of 1933, as amended.