

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

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Bristow Group Inc.  
(Name of Issuer)

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Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

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11040G103  
(CUSIP Number)

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Christopher Pucillo  
Solus Alternative Asset Management LP  
25 Maple Street, 2<sup>nd</sup> Floor  
Summit, NJ 07901  
212-284-4300

with a copy to:  
Eleazer Klein, Esq.  
Adriana Schwartz, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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August 30, 2024  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

(Page 1 of 7 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|  |   |                                       |
|--|---|---------------------------------------|
| <b>1</b>   | NAME OF REPORTING PERSON<br>Solus Alternative Asset Management LP                         |                                       |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) ..<br>(b) ..                      |                                       |
| <b>3</b>   | SEC USE ONLY  |                                       |
| <b>4</b>   | SOURCE OF FUNDS<br>WC, OO   |                                       |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) .. |                                       |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |                                       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>7</b>  | SOLE VOTING POWER<br>-0-              |
|  | <b>8</b>  | SHARED VOTING POWER<br>3,349,005      |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER<br>-0-         |
|  | <b>10</b>   | SHARED DISPOSITIVE POWER<br>3,349,005 |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON<br>3,349,005                           |                                       |
| <b>12</b>  | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..                      |                                       |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>11.70%                              |                                       |
| <b>14</b>  | TYPE OF REPORTING PERSON<br>IA  |                                       |

|  |   |                                       |
|--|---|---------------------------------------|
| <b>1</b>   | NAME OF REPORTING PERSON<br>Solus GP LLC  |                                       |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) ..<br>(b) ..                      |                                       |
| <b>3</b>   | SEC USE ONLY  |                                       |
| <b>4</b>   | SOURCE OF FUNDS<br>WC, OO   |                                       |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) .. |                                       |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |                                       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>7</b>  | SOLE VOTING POWER<br>-0-              |
|  | <b>8</b>  | SHARED VOTING POWER<br>3,349,005      |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER<br>-0-         |
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| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON<br>3,349,005                           |                                       |
| <b>12</b>  | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..                      |                                       |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>11.70%                              |                                       |
| <b>14</b>  | TYPE OF REPORTING PERSON<br>OO  |                                       |

|  |   |                                       |
|--|---|---------------------------------------|
| <b>1</b>   | NAME OF REPORTING PERSON<br>Christopher Pucillo   |                                       |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) ..<br>(b) ..                      |                                       |
| <b>3</b>   | SEC USE ONLY  |                                       |
| <b>4</b>   | SOURCE OF FUNDS<br>WC, OO   |                                       |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) .. |                                       |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                          |                                       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>7</b>  | SOLE VOTING POWER<br>-0-              |
|  | <b>8</b>  | SHARED VOTING POWER<br>3,349,005      |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER<br>-0-         |
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| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON<br>3,349,005                           |                                       |
| <b>12</b>  | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..                      |                                       |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>11.70%                              |                                       |
| <b>14</b>  | TYPE OF REPORTING PERSON<br>IN  |                                       |

This Amendment No. 5 (this "Amendment No. 5") amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 22, 2020 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on September 22, 2020 ("Amendment No. 1"), by Amendment No. 2 filed with the SEC on November 17, 2020 ("Amendment No. 2"), by Amendment No. 3 filed with the SEC on December 13, 2022 ("Amendment No. 3") and by Amendment No. 4 filed with the SEC on August 9, 2023 ("Amendment No. 4" and the Original Schedule 13D as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and this Amendment No. 5, the "Schedule 13D") with respect to shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Bristow Group Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13D. This Amendment No. 5 amends Items 5(a)-(c) as set forth below.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER.**

Items 5(a)-(c) of the Schedule 13D are hereby amended and restated as follows:

- (a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and the percentage of the Common Stock beneficially owned by each of the Reporting Persons. The percentage reported in this Schedule 13D is calculated based upon 28,618,000 shares of Common Stock outstanding as of August 2, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024, filed with the SEC on August 7, 2024.
- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) The transactions in the shares of Common Stock within the past sixty (60) days by the Reporting Persons, which were all in the open market, are set forth in Schedule A, and are incorporated herein by reference.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 4, 2024

/s/ Christopher Pucillo

**CHRISTOPHER PUCILLO**, individually and as managing member of Solus GP LLC, for itself and as the general partner of Solus Alternative Asset Management LP

Schedule A

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock which were effectuated by the Reporting Persons within the past sixty (60) days. All transactions were effectuated in the open market through a broker. The price reported in the column Price Per Share (\$) is a weighted average price if a price range is indicated in the column Price Range (\$). These shares of Common Stock were purchased/sold in multiple transactions at prices between the price ranges below. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of shares of Common Stock sold at each separate price.

| <u>Trade Date</u> | <u>Shares Purchased (Sold)</u> | <u>Price Per Share (\$)*</u> | <u>Price Range (\$)*</u> |
|-------------------|--------------------------------|------------------------------|--------------------------|
| 08/30/2024        | (75,000)                       | 39.4955                      | 39.22 - 39.81            |

\* Excluding commissions.