

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**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 or other jurisdiction of
incorporation or organization)

72-1455213
(I.R.S. Employer
Identification No.)

3151 Briarpark Drive, Suite 700
Houston, Texas
(Address of Principal Executive Offices)

77042
(Zip Code)

Bristow Group Inc. 2021 Equity Incentive Plan
(Full title of the plan)

Elizabeth Matthews
Senior Vice President, General Counsel,
Head of Government Affairs, and Corporate Secretary
3151 Briarpark Drive, Suite 700
Houston, Texas 77042
(Name and address of agent for service)

(713) 267-7600
(Telephone number, including area code, of agent for service)

With a copy to:

Samantha Hale Crispin
Carina L. Antweil
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | |
|--------------------------------------------------|-------------------------------------------------------|
| Large accelerated filer <input type="checkbox"/> | Accelerated Filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| | Emerging growth company <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Bristow Group Inc., a Delaware corporation (the “Company”), pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 655,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), pursuant to the Bristow Group Inc. 2021 Equity Incentive Plan, as amended (the “Plan”). The Board of Directors of the Company recommended for approval and, on June 5, 2024, the stockholders approved an amendment to the Plan that increased the number of shares of Common Stock available for issuance under the Plan from 2,130,000 shares to 2,785,000 shares. In accordance with General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 333-258417) filed by the Company with the Securities and Exchange Commission (the “SEC”) on August 3, 2021 relating to the Plan and the Registration Statement on Form S-8 (Registration No. 333-272483) filed by the Company with the SEC on June 7, 2023 relating to the Plan are incorporated by reference into this Registration Statement, except for those items being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents filed or to be filed with the SEC by the Company are incorporated by reference into this Registration Statement:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on [March 6, 2024](#) (the “2023 Form 10-K”);
- (b) The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on [May 8, 2024](#);
- (c) The Company’s Current Reports on Form 8-K filed with the SEC on [January 24, 2024](#), [March 21, 2024](#) and [April 16, 2024](#) and on Form 8-K/A filed with the SEC on [February 23, 2024](#) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K or Form 8-K/A and any related exhibit);
- (d) The information included in the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on [April 22, 2024](#), as amended by Amendment No. 1 thereto filed with the SEC on [April 23, 2024](#), to the extent incorporated by reference into Part III of the 2023 Form 10-K; and
- (e) The description of the Common Stock contained in [Exhibit 4.3](#) of the Company’s Annual Report on Form 10-K filed with the SEC on [May 27, 2021](#), as the Company may update that description from time to time.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following is a list of exhibits filed as part of this Registration Statement, which are incorporated herein:

| Exhibit Number | Description |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1* | <u>Amended and Restated Certificate of Incorporation of Era Group Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 6, 2018).</u> |
| 3.2* | <u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Era Group Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2020).</u> |
| 3.3* | <u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Era Group Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2020).</u> |
| 3.4* | <u>Amended and Restated Bylaws of Bristow Group Inc. (incorporated herein by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2020).</u> |
| 4.1* | <u>Form of Common Stock Certificate of Era Group Inc. (incorporated herein by reference to Exhibit 4.1 to the Company's Amendment No. 2 to Registration Statement on Form 10 filed with the SEC on January 8, 2013, as amended).</u> |
| 4.2* | <u>Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix C-1 to Amendment No. 1 to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 23, 2024).</u> |
| 4.3* | <u>Amendment No. 1 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix C-2 to Amendment No. 1 to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 23, 2024).</u> |
| 4.4* | <u>Amendment No. 2 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Appendix B to Amendment No. 1 to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 23, 2024).</u> |
| 5.1** | <u>Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.</u> |
| 23.1** | <u>Consent of KPMG LLP, independent registered public accounting firm.</u> |
| 23.2** | <u>Consent of Baker Botts L.L.P. (included in Exhibit 5.1).</u> |
| 24.1** | <u>Power of Attorney (included on the signature page of this Registration Statement).</u> |
| 107.1** | <u>Filing Fee Table.</u> |

* Incorporated by reference to the filing indicated.

** Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 5th day of June, 2024.

Bristow Group Inc.

By: /s/ Jennifer D. Whalen

Name: Jennifer D. Whalen

Title: Senior Vice President, Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Elizabeth Matthews and Jennifer D. Whalen, and each of them, each with full power to act without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 5th day of June, 2024.

Signature

Title

/s/ Christopher S. Bradshaw

Christopher S. Bradshaw

President and Chief Executive Officer, and Director
(Principal Executive Officer)

/s/ Jennifer D. Whalen

Jennifer D. Whalen

Senior Vice President, Chief Financial Officer
(Principal Financial Officer)

/s/ Donna L. Anderson

Donna L. Anderson

Vice President, Chief Accounting Officer
(Principal Accounting Officer)

/s/ Lorin L. Brass

Lorin L. Brass

Director

/s/ Wesley E. Kern

Wesley E. Kern

Director

/s/ Robert J. Manzo

Robert J. Manzo

Director

/s/ G. Mark Mickelson

G. Mark Mickelson

Chairman of the Board and Director

/s/ General Maryanne Miller, Ret.

General Maryanne Miller, Ret.

Director

/s/ Christopher Pucillo

Christopher Pucillo

Director

/s/ Shefali Shah

Shefali Shah

Director

/s/ Brian D. Truelove

Brian D. Truelove

Director

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Bristow Group Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule (1) | Amount Registered (2) | Proposed Maximum Offering Price Per Unit (1) | Maximum Aggregate Offering Price (1) | Fee Rate (3) | Amount of Registration Fee |
|---------------|---------------------------------------------|--------------------------|-----------------------|----------------------------------------------|--------------------------------------|--------------|----------------------------|
| Equity | Common Stock, par value \$0.01 per share | Other | 655,000 | \$35.58 | \$23,304,900 | 0.00014760 | \$3,439.80 |
| | Total Offering Amounts | | | | \$23,304,900 | | \$3,439.80 |
| | Total Fee Offsets | | | | | | — |
| | Net Fee Due | | | | | | \$3,439.80 |

- (1) Estimated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended (the “Securities Act”), solely for purposes of calculating the registration fee, based on the average of the high and low sales prices of the common stock, par value \$0.01 per share (“Common Stock”), of Bristow Group Inc. (the “Company”) as reported on the New York Stock Exchange on May 30, 2024.
- (2) Represents shares of Common Stock issuable in respect of awards granted under the Bristow Group Inc. 2021 Equity Incentive Plan, as amended (the “Plan”), which includes Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan. Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover such indeterminate number of additional shares of Common Stock as may become issuable under the Plan as a result of stock splits, stock dividends, recapitalizations or similar transactions pursuant to the adjustment or antidilution provisions thereof.
- (3) The registration fee for the securities registered hereby has been calculated pursuant to Section 6(b) of the Securities Act at a rate equal to \$147.60 per \$1,000,000 of the proposed maximum aggregate offering price.

BAKER BOTTS LLP

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BakerBotts.com

AUSTIN
BRUSSELS
DALLAS
DUBAI
HOUSTON
LONDON

Exhibit 5.1

NEW YORK
PALO ALTO
RIYADH
SAN FRANCISCO
SINGAPORE
WASHINGTON

June 5, 2024

Bristow Group Inc.
3151 Briarpark Drive, Suite 700
Houston, Texas 77042

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the “Registration Statement”) to be filed on the date hereof by Bristow Group Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), relating to 655,000 shares (the “Shares”) of common stock, par value \$0.01 per share, of the Company (“Common Stock”) issuable pursuant to the Company’s 2021 Equity Incentive Plan, as amended (the “Incentive Plan”), certain legal matters with respect to the Shares are being passed upon for you by us. At your request, this opinion letter is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of (i) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended to date, (ii) the Incentive Plan, (iii) corporate records of the Company, including minute books of the Company, as furnished to us by the Company, (iv) certificates of public officials and of representatives of the Company, (v) the Registration Statement, including the exhibits contained therein relating to the Shares, and (vi) statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied, with your consent and without independent investigation or verification, to the extent we deemed appropriate, upon the certificates, statements or other representations of officers or other representatives of the Company and of governmental and public officials with respect to the accuracy and completeness of the factual matters contained in or covered by such certificates, statements or representations. In making our examination, we have assumed, with your consent and without independent investigation or verification, the legal capacity and competency of all natural persons, that all signatures on documents examined by us are genuine, that all documents submitted to us as originals are authentic and complete, that all documents submitted to us as copies are true and correct copies of the originals of such documents and that all information submitted to us is accurate and complete. In addition, we have assumed for purposes of this opinion that (i) the Shares will be issued in the manner stated in the Registration Statement; (ii) the consideration received by the Company for the Shares will be not less than the par value of the Shares; and (iii) at or prior to the time of the delivery of any Shares, the Registration Statement will be effective under the Act.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, in the case of Shares originally issued by the Company pursuant to the provisions of the Incentive Plan and any applicable award agreement (and any related instrument) duly adopted under and in accordance with the terms and conditions

of the Incentive Plan (each, an “Award Agreement”), following due authorization of a particular award thereunder by the Board of Directors of the Company (the “Board”) or such other committee as designated by the Board (the Board or such other committee, the “Administrator”) as provided in and in accordance with the Incentive Plan and any applicable Award Agreement, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award, for the consideration established pursuant to the terms of the Incentive Plan and any applicable Award Agreement, and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Administrator as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and non-assessable.

The opinions set forth above in this letter are limited to the original issuance of Shares by the Company and do not cover shares of Common Stock delivered by the Company out of shares reacquired by it.

The opinions set forth above in this letter are limited in all respects to matters of the General Corporation Law of the State of Delaware, as in effect on the date hereof. We express no opinion as to the law of any other jurisdiction.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 5, 2024, with respect to the consolidated financial statements of Bristow Group Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Houston, Texas
June 5, 2024
