

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 5, 2024

Bristow Group Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

1-35701

(Commission
File Number)

72-1455213

(IRS Employer
Identification No.)

3151 Briarpark Drive, Suite 700,

(Address of Principal Executive Offices)

Houston, Texas

77042

(Zip Code)

Registrant's telephone number, including area code

(713) 267-7600

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

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 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock \$0.01 par value

VTOL

NYSE

Item 5.02 Department of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 5, 2024, Bristow Group Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, stockholders of the Company approved Amendment No. 2 to the Bristow Group Inc. 2021 Equity Incentive Plan (the “Amendment”), as described in Amendment No. 1 to the Company’s definitive proxy statement on Schedule 14A filed with the Securities Exchange Commission on April 23, 2024 (the “Proxy Statement”). The Amendment had previously been approved, subject to stockholder approval, by the Company’s Board of Directors (the “Board”).

The description of the Amendment is subject to and qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the following four proposals were presented, as described in the Proxy Statement:

- (1) Election of nine director nominees named in the Proxy Statement to the Board;
- (2) Advisory vote to approve named executive officer compensation;
- (3) Approval of an amendment to the Company’s 2021 Equity Incentive Plan; and
- (4) Ratification of the appointment of KPMG LLP as the Company’s independent auditors for 2024.

Proposal 1 - Election of Directors

The following nine director nominees were elected by the Company’s stockholders to serve on the Board for one-year terms until the Company’s 2025 Annual Meeting of Stockholders, or until their successors are duly elected and qualified, by the following votes:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Christopher S. Bradshaw	24,789,560	193,976	1,125,981
Lorin L. Brass	24,413,821	569,715	1,125,981
Wesley E. Kern	24,743,349	240,187	1,125,981
Robert J. Manzo	21,628,961	3,354,575	1,125,981
G. Mark Mickelson	24,769,815	213,721	1,125,981
General Maryanne Miller, Ret.	24,790,389	193,147	1,125,981
Christopher Pucillo	24,409,163	574,373	1,125,981
Shefali Shah	24,765,514	218,022	1,125,981
Brian D. Truelove	24,426,313	557,223	1,125,981

Proposal 2 - Advisory Vote to Approve Named Executive Officer Compensation

The advisory vote to approve the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement, was approved by the Company’s stockholders by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
24,705,936	237,827	39,773	1,125,981

Proposal 3 – Approval of an Amendment to the Company’s 2021 Equity Incentive Plan

The amendment to the Company’s 2021 Equity Incentive Plan was approved by the Company’s stockholders by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
24,289,523	651,678	42,335	1,125,981

Proposal 4 – Ratification of the Appointment of Independent Auditors

The ratification of the appointment of KPMG LLP as the Company’s independent auditors for 2024 was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
25,957,543	147,887	4,087	None

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	Amendment No. 2 to Bristow Group Inc. 2021 Equity Incentive Plan (incorporated by reference to Appendix B to the Proxy Statement).
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

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: June 7, 2024

By: /s/ Elizabeth Matthews

Elizabeth Matthews
Senior Vice President, General Counsel, Head of Government
Affairs, and Corporate Secretary