

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 24, 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 2.03 Creation of a Direct Financial Obligation.

As previously disclosed, on June 12, 2024, Bristow Leasing Limited (“BLL”), as borrower, Bristow Group Inc. (the “Company”), as parent guarantor, Bristow Helicopters Limited (“BHL”) and Bristow Aviation Holdings Limited, as guarantors (“BAHL” and, together with the Company and BHL, the “Guarantors”), the UK export facility lenders party thereto (the “UKEF Lenders”), the commercial facility lenders party thereto (the “Commercial Lenders” and, together with the UKEF Lenders, the “Lenders”), and National Westminster Bank Plc, as lead arranger, structuring bank, agent and security agent, entered into a Facilities Agreement (the “Facilities Agreement”), pursuant to which (i) the UKEF Lenders agreed to advance to BLL the sum of up to EUR 80,000,000.00 and (ii) the Commercial Lenders agreed to advance to BLL the sum of up to EUR 20,000,000.00 in order to enable BLL to finance, amongst other things, the acquisition of five new AgustaWestland AW189 aircraft that will be used by Bristow Ireland Limited, an indirect subsidiary of the Company, to service its contract with the Irish Department of Transport to provide search and rescue services to the Irish Coast Guard.

On June 24, 2024, the first Utilisation Date (as defined in the Facilities Agreement) occurred, and BLL borrowed EUR 22,672,076 of the total EUR 100,000,000 available thereunder.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
10.1	Facilities Agreement, dated as of June 12, 2024 (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on June 14, 2024).
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 26, 2024

By: /s/ Jennifer D. Whalen
Name: Jennifer D. Whalen
Title: Senior Vice President, Chief Financial Officer