

# FORM 4

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

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| OMB APPROVAL                                   |           |
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

|  |  |   |  |  |  |
|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person *<br>Kern Wesley E.                        |  | 2. Issuer Name and Ticker or Trading Symbol<br>Bristow Group Inc. [VTOL]                |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br>C/O BRISTOW GROUP INC., 3151 BRIARPARK DRIVE, SUITE 700 |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/11/2020                          |  |  |  |
| (Street)<br>HOUSTON, TX 77042  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)   |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |        | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |              | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--------|---|------------|--------------|---|--|---|
|                                 |                                      |  | Code                           | V      | Amount  | (A) or (D) | Price        |   |  |   |
| Common Stock                    | 06/11/2020                           |  | A                              | (1)(2) | 8,040   | A          | \$ 0 (3) (4) | 8,040   | D  |   |
| Common Stock                    | 06/12/2020                           |  | A                              | (5)    | 7,491   | A          | \$ 0 (6)     | 15,531  | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|--|--|--|--|-------|
|  |  |                                      |  |                                | (A)   | (D)   | Date Exercisable   | Expiration Date |   |  |  |  |  | Title |
| Director Stock Option (Right to Buy)       | \$ 29.84   | 06/11/2020                           |  | A                              | (1)(7)  | 4,880 | (8)  | 12/17/2029      | Common Stock  | 4,880                                      | \$ 0 (9)   | 4,880  | D  |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Kern Wesley E.<br>C/O BRISTOW GROUP INC.<br>3151 BRIARPARK DRIVE, SUITE 700<br>HOUSTON, TX 77042 | X             |           |         |       |

## Signatures

/s/ Justin D. Mogford, Attorney-in-Fact for Wesley E. Kern

06/15/2020

 Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On June 11, 2020, pursuant to the Agreement and Plan of Merger, dated as of January 23, 2020, as amended (the "Merger Agreement"), by and among Era Group Inc. ("Era"), Ruby Redux Merger Sub, Inc., a wholly owned subsidiary of Era ("Merger Sub"), and Bristow Group Inc. ("Bristow"), Merger Sub merged with and into Bristow, with Bristow continuing as the surviving corporation and a direct wholly owned subsidiary of Era (the "Merger"). Following the Merger, Era changed its name to Bristow Group Inc. (the "Combined Company").

(1) Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each holder of Bristow common stock, par value \$0.0001 ("Bristow Common Stock"), immediately prior to the Effective Time, received, for each share of Bristow Common Stock, 0.502096 shares of Era common stock, par value \$0.01 ("Era Common Stock") (the "Merger Consideration"), and, if applicable, cash in lieu of any fractional shares. All of the issued and outstanding shares of Bristow Common Stock immediately prior to the Effective Time were cancelled.

Pursuant to the Merger Agreement, each Bristow restricted stock unit ("Bristow RSU") that was outstanding immediately prior to the Effective Time was, as of the Effective Time, (2) assumed and converted into a restricted stock unit in respect of shares of Era Common Stock ("Replacement RSU"), in an amount based on the Merger Consideration, subject to the same terms and conditions as were applicable to the corresponding Bristow RSU immediately prior to the Effective Time.

The Replacement RSUs vest in three equal annual installments on November 1 of 2020, 2021 and 2022, subject to the reporting person's continued status as a director of the Combined (3) Company as of each such vesting date. The vested Replacement RSUs will settle on the thirtieth day following the first to occur of (i) a Change in Control (as defined in Bristow's Management Incentive Plan) and (ii) October 31, 2023.

(4) Received in exchange for 6,187 Bristow RSUs in connection with the Merger.

(5) In accordance with the Bristow Management Incentive Plan, the reporting person received an award of restricted stock units ("New RSUs").

(6) The New RSUs vest in full on the first anniversary of the grant date, subject to the reporting person's continued status as a director of the Combined Company as of the vesting date.

Pursuant to the Merger Agreement, each option to purchase Bristow Common Stock that was outstanding immediately prior to the Effective Time was, as of the Effective Time, assumed (7) and converted into an option to purchase shares of Era Common Stock ("Replacement Option"), subject to the same terms and conditions as were applicable to the corresponding Bristow option immediately prior to the Effective Time.

(8) The Replacement Options vest and become exercisable in three equal annual installments on November 1 of 2020, 2021 and 2022, subject to the reporting person's continued status as a director of the Combined Company as of each such vesting date.

(9) Received in exchange for director stock options to acquire 9,721 shares of Bristow Common Stock for \$14.98 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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