

Bristow Group Inc  
Form 8-K  
March 17, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): March 14, 2014**

**Bristow Group Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**001-31617**  
**(Commission**  
**File Number)**

**72-0679819**  
**(IRS Employer**  
**Identification Number)**

**2103 City West Blvd.,**  
**4th Floor**  
**Houston, Texas**  
**(Address of principal executive offices)**

**77042**  
**(Zip Code)**

**Registrant's telephone number, including area code: (713) 267-7600**

**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))

**Item 1.01. Entry into a Material Definitive Agreement.**

*Senior Secured Credit Facilities* On March 14, 2014, Bristow Group Inc. (the Company ) entered into the Fourth Amendment to its Amended and Restated Revolving Credit and Term Loan Agreement (the Amendment ) by and among the Company, the lenders from time to time party thereto and SunTrust Bank, as administrative agent (the Administrative Agent ), which amends that certain Amended and Restated Revolving Credit and Term Loan Agreement, dated as of November 22, 2010 (as previously amended by that certain First Amendment to Amended and Restated Revolving Credit and Term Loan Agreement, dated as of December 22, 2011, and by that certain Second Amendment to Amended and Restated Revolving Credit and Term Loan Agreement, dated as of October 1, 2012, and by that certain Third Amendment to Amended and Restated Revolving Credit and Term Loan Agreement, dated as of April 29, 2013), by and among the Company, the Lenders from time to time party thereto and the Administrative Agent, as administrative agent, issuing bank and swingline lender, JPMorgan Chase Bank, National Association, and Bank of America, N.A., as Co-Syndicated Agents and Wells Fargo Bank, National Association, Regions Bank and BBVA Compass as Co-Documentation Agents. The Amendment, among other things, (i) extends the maturity date of the revolving facility and the term loans from April 2018 to April 2019 and (ii) increases the Company's ability to pay dividends and repurchase its capital stock and provides for additional investment capacity. The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of such Amendment, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.1	Fourth Amendment to Amended and Restated Revolving Credit and Term Loan Agreement, dated as of March 14, 2014.

**SIGNATURE**

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.

Dated: March 14, 2014

**BRISTOW GROUP INC.**  
(Registrant)

By: /s/ Joseph A. Baj  
Joseph A. Baj  
Vice President and Treasurer

**Exhibit Index**

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