

Bristow Group Inc  
Form 10-Q/A  
April 08, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q/A**

(Amendment No. 1)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2012

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from                      to

Commission File Number 001-31617

**Bristow Group Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>72-0679819</b> (IRS Employer Identification Number)
<b>2103 City West Blvd.,</b> <b>4<sup>th</sup> Floor</b> <b>Houston, Texas</b> (Address of principal executive offices)	<b>77042</b> (Zip Code)
<b>Registrant's telephone number, including area code:</b>	
<b>(713) 267-7600</b>	
<b>None</b>	
<b>(Former name, former address and former fiscal year, if changed since last report)</b>	

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Indicate the number shares outstanding of each of the issuer's classes of Common Stock, as of April 5, 2013.

36,150,639 shares of Common Stock, \$.01 par value

**Explanatory Note**

This Amendment No. 1 to Quarterly Report on Form 10-Q (this Amendment ) amends the Company s Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012 that was originally filed on February 4, 2013 (the Original Form 10-Q ).

This Amendment is being filed solely to provide a revised copy of Exhibit 10.1 that was included with the Original Form 10-Q in response to comments from the U.S. Securities and Exchange Commission in connection with the Company s confidential treatment request.

No other changes have been made to the Original Form 10-Q by this Amendment. This Amendment speaks as of the original filing date of the Original Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Form 10-Q.

**Item 6. Exhibits.**

The following exhibits are filed as part of this Quarterly Report:

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
10.1*	S-92 New Helicopter Sales Agreement dated as of November 7, 2012, between the Company and Sikorsky Aircraft Corporation (portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request under Rule 24b-2 of the Securities Exchange Act of 1934, as amended).
31.1**	Rule 13a-14(a) Certification by Chief Executive Officer of Registrant.
31.2**	Rule 13a-14(a) Certification by Chief Financial Officer of Registrant.

\* Filed herewith. This exhibit was previously filed with Bristow Group Inc. s Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012, filed with the Securities and Exchange Commission on February 4, 2013.

\*\* Furnished herewith.

**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 thereunto duly authorized.

**BRISTOW GROUP INC.**

By: /s/ Jonathan E. Baliff  
Jonathan E. Baliff  
*Senior Vice President and Chief Financial Officer*

By: /s/ Brian J. Allman  
Brian J. Allman  
*Vice President, Chief Accounting Officer*

April 8, 2013

**Index to Exhibits.**

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