

Erickson Air-Crane Inc.  
Form 8-K  
April 25, 2013

**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**

**April 25, 2013**

**Date of Report (Date of earliest event reported)**

**Erickson Air-Crane Incorporated**

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

**Delaware**

**001-35482**

**93-1307561**

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(State or other jurisdiction of  
incorporation)

(Commission  
File Number)  
5550 SW Macadam Avenue, Suite 200

(IRS Employer  
Identification No.)

Portland, Oregon 97239

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (503) 505-5800

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))

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*In this report, unless otherwise indicated or the context otherwise requires, references to we, us, our, the Company and Erickson refer to Erickson Air-Crane Incorporated and its subsidiaries on a consolidated basis.*

Certain statements contained in this Current Report on Form 8-K are forward-looking statements within the meaning of federal securities laws and we intend that such forward-looking statements be subject to the safe-harbor created thereby.

Forward-looking statements include our expectations as to our ability to comply with our debt obligations, the effects of increased competition in our business, our ability to successfully manage the acquisitions, our ability to effectively manage our growth and our ability to market our aerial services in new geographic areas and markets. Additionally, statements concerning future matters such as the development of new products, enhancements or technologies, sales levels, expense levels and other statements regarding matters that are not historical are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events, and our future results are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Actual results may vary materially from such expectations. Words such as may, should, intends, plans, expects, anticipates, targets, goals, projects, believes, seeks, estimates, forecasts, or variations of such words and similar expressions, or the such terms, may help identify such forward-looking statements. Any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances, are forward-looking.

In addition to matters affecting the aviation industry or the economy generally, factors that could cause actual results to differ from expectations stated in forward-looking statements include, among others, the factors described in *Item 1A Risk Factors* in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and other periodic filings and prospectuses.

Although we believe that our expectations are based on reasonable assumptions within the bounds of our knowledge of our business and operations, there can be no assurance that our results of operations will not be adversely affected by such factors. Unless legally required, we undertake no obligation to revise or update any forward-looking statements for any reason. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report.

### **Item 8.01. Other Events.**

On April 25, 2013, Erickson announced the pricing of its \$400.0 million aggregate principal amount offering of 8.25% Second Priority Senior Secured Notes due 2020 in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

### **Item 9.01. Financial Statements and Exhibits.**

| Exhibit No. | Description                        |
|-------------|------------------------------------|
| 99.1        | Press release dated April 25, 2013 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Erickson Air-Crane Incorporated**

Dated: April 25, 2013

By: /s/ Edward Rizzuti  
Edward Rizzuti  
Vice President, General Counsel and Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                  |
|--------------------|-------------------------------------|
| 99.1               | Press release dated April 25, 2013. |