

HERCULES OFFSHORE, INC.

Form 8-K

June 09, 2016

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): June 6, 2016

HERCULES OFFSHORE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation

or organization)

001-37623
(Commission

File Number)

56-2542838
(IRS Employer

Identification No.)

9 Greenway Plaza, Suite 2200

77046

Houston, Texas

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (713) 350-5100

(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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 6, 2016, Hercules Offshore, Inc. (*Hercules* or the *Company*) received a letter from The Nasdaq Listing Qualifications Staff (the *Staff*) stating that the Staff has determined that the Company's securities will be delisted from The Nasdaq Stock Market LLC (*Nasdaq*). The decision was reached by the Staff under Nasdaq Listing Rules 5101, 5110(b) and IM-5101-1 following the Company's announcement that the Company and certain of its U.S. subsidiaries, filed voluntary petitions under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware, as previously disclosed in Hercules' Current Report on Form 8-K filed on June 6, 2016.

The letter further indicates that, unless the Company requests an appeal, trading of the Company's common stock will be suspended at the opening of business on June 15, 2016, and a Form 25-NSE will be filed with the Securities and Exchange Commission (the *SEC*), which would remove the Company's securities from listing and registration on Nasdaq.

The Company currently does not intend to appeal Nasdaq's determination. If the Company does not appeal, the Company expects that its securities will be eligible to be quoted on the OTC Bulletin Board (the *OTCBB*) or on the OTC Markets Group Inc.'s OTC Pink (the *OTC Pink*). To be quoted on the OTCBB or the OTC Pink, a market maker must sponsor the security and comply with SEC Rule 15c2-11 before it can initiate a quote in a specific security. If the Company's securities are delisted from Nasdaq, there can be no assurance that a market maker will apply to quote the Company's common stock or that the Company's common stock will be quoted on the OTCBB or the OTC Pink.

Cautionary Statement Regarding Forward-Looking Statements

This Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are subject to a number of risks, uncertainties and assumptions, including the factors described in our most recent periodic reports and other documents filed with the SEC, which are available free of charge on Hercules' website at www.herculesoffshore.com. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. In this context, forward-looking statements address the Company appealing Nasdaq's decision to delist the Company's securities and whether the Company's common stock is quoted on the OTCBB or the OTC Pink, and often contain words such as anticipate, believe, intend, expect, plan, or other similar words. These forward-looking statements involve certain risks and uncertainties that ultimately may not prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. For further discussion of risks and uncertainties, individuals should refer to Hercules' other filings with the SEC. Hercules undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after this Current Report on Form 8-K, other than as required by law. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. All forward-looking statements are qualified in their entirety by this cautionary statement.

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.

HERCULES OFFSHORE, INC.

Date: June 9, 2016

By: /s/ Beau M. Thompson
Beau M. Thompson
Senior Vice President, General Counsel and Secretary