

HERCULES OFFSHORE, INC.

Form 15-12G

December 02, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**

**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number 0-51582**

**HERCULES OFFSHORE, INC.**

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

**9 Greenway Plaza, Suite 2200**

**Houston, Texas 77046**

**(713) 350-5100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Warrants to purchase Common Stock, \$0.01 par value per share, exercisable on or before November 8, 2021<sup>1</sup>**

(Title of each class of securities covered by this Form)

**Common Stock, par value \$0.01<sup>2</sup>**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)  
Rule 12g-4(a)(2)  
Rule 12h-3(b)(1)(i)  
Rule 12h-3(b)(1)(ii)  
Rule 15d-6

Approximate number of holders of record as of the certification or notice date: Zero

Pursuant to the requirements of the Securities Exchange Act of 1934, Hercules Offshore, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

HERCULES OFFSHORE, INC.

Date: December 2, 2016

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

<sup>1</sup> Warrants relate to the New Common Stock (as defined below).

<sup>2</sup> Relates to the common stock, par value \$0.01 per share (the "New Common Stock"), that was registered with the Securities and Exchange Commission on November 6, 2015 after the cancellation of Hercules Offshore, Inc.'s previous common stock.