

WILLBROS GROUP INC  
Form 424B3  
December 09, 2008

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-139499

**Prospectus Supplement No. 2  
(To Prospectus dated January 15, 2008)**

**4,280,714  
SHARES  
WILLBROS GROUP, INC.  
COMMON STOCK**

This prospectus supplement relates to the resale by the holders of shares of common stock and common stock underlying warrants sold in a private placement on October 27, 2006.

This prospectus supplement No. 2 supplements and amends the prospectus dated January 15, 2008, as supplemented and amended by that certain prospectus supplement No. 1 dated March 6, 2008 (the "Prospectus"). This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement.

The information in the table appearing under the heading "Selling Stockholders" in the Prospectus is supplemented by the information appearing in the table below. The information below was furnished to us by the selling stockholders listed below on or before November 12, 2008. To the extent any selling stockholders identified below are broker-dealers, they may be deemed to be, under interpretations of the staff of the Securities and Exchange Commission, "underwriters" within the meaning of the Securities Act of 1933, as amended.

Name of Selling Stockholder	Number of Shares Owned Prior to Offering	Maximum	Number of Shares Owned After Offering(2)	Percentage Beneficially Owned After Offering(2)
		Number of Shares to be Sold Pursuant to this Prospectus(1)		
OTA, LLC (3)(4)	70,248	70,248	0	*
RCG PB, Ltd. (5)(6)	64,287	64,287	0	*

\* Less than 1%

(1) Represents the maximum number of shares of common stock issued to the selling stockholders and those issuable to the selling stockholders upon exercise of the warrants at

the initial exercise price of \$19.03 per share. The amounts shown in this column may include shares sold prior to the date of this prospectus supplement.

- (2) Assumes that each selling stockholder sells all shares of common stock being registered under this registration statement. However, to our knowledge, there are no agreements, arrangements or understandings with respect to the sale of any shares of our common stock, and each selling stockholder may decide to sell only a portion or none of its shares of our common stock that are registered under this registration statement.
- (3) Mr. Ira M. Leventhal, a senior managing director of this selling stockholder, has voting and investment

control over the securities held by this selling stockholder.

- (4) This selling stockholder has identified itself as a registered broker-dealer.
- (5) Ramius Advisors, LLC ( Ramius Advisors ) is the investment manager of RCG PB, Ltd. ( RCG PB ) and consequently has voting control and investment discretion over securities held by RCG PB. Ramius Advisors disclaims beneficial ownership of these securities. Ramius LLC ( Ramius ) is the managing member of Ramius Advisors and may be considered the beneficial owner of any securities deemed to be beneficially owned by Ramius Advisors. Ramius disclaims beneficial ownership of

these securities.  
C4S & Co.,  
L.L.C. ( C4S ) is  
the managing  
member of  
Ramius any  
may be  
considered the  
beneficial owner  
of any securities  
deemed to be  
beneficially  
owned by  
Ramius. C4S

disclaims  
beneficial  
ownership of  
these securities.  
Peter A. Cohen,  
Morgan B.  
Stark, Thomas  
W. Strauss and  
Jeffrey M.  
Solomon are the  
sole managing  
members of  
C4S and may be  
considered  
beneficial  
owners of any  
securities  
deemed to be  
beneficially  
owned by C4S.  
Messrs. Cohen,  
Stark, Strauss  
and Solomon  
disclaim  
beneficial  
ownership of  
these securities.

- (6) This selling  
stockholder has  
identified itself  
as an affiliate of  
a registered  
broker-dealer  
and has  
represented to  
us that such  
selling  
stockholder  
acquired its  
common stock  
in the ordinary  
course of  
business and, at  
the time of the  
purchase of the  
common stock,  
such selling  
stockholder had

no agreements  
or  
understandings,  
directly or  
indirectly, with  
any person to  
distribute the  
common stock.  
To the extent we  
become aware  
that such selling  
stockholder did  
not acquire its  
common stock  
in the ordinary  
course of  
business or did  
have such an  
agreement or  
understanding,  
we will file a  
prospectus  
supplement or a  
post-effective  
amendment to  
the registration  
statement of  
which this  
prospectus  
supplement and  
the Prospectus  
forms a part to  
designate such  
affiliate an  
underwriter  
within the  
meaning of the  
Securities Act  
of 1933.

**There are significant risks associated with an investment in our securities. These risks are described under the caption Risk Factors beginning on page 4 of the Prospectus, as the same may be updated in prospectus supplements or in our periodic reports that we file with the SEC from time to time.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is December 9, 2008.