

HERCULES OFFSHORE, INC.  
Form S-8 POS  
December 02, 2016

As filed with the Securities and Exchange Commission on December 2, 2016

Registration No. 333-209033

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-209033**

**HERCULES OFFSHORE, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**9 Greenway Plaza, Suite 2200**

**Houston, Texas 77046**

**83-0402575**  
**(I.R.S. Employer**  
**Identification No.)**

**(713) 350-5100**

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

**Hercules Offshore, Inc. 2015 Long-Term Incentive Plan**

**Beau M. Thompson, Esq.**

**Senior Vice President, General Counsel and Secretary**

**9 Greenway Plaza, Suite 2200**

**Houston, Texas 77046**

**(713) 350-5100**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*with a copy to:*

**Stephen B. Kuhn**

**Alice Hsu**

**Akin Gump Strauss Hauer & Feld LLP**

**One Bryant Park**

**New York, NY 10036**

**(212) 872-1000**

**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:**

**Not applicable.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the Securities Act ), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 under the Securities Exchange Act of 1934. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1, filed by Hercules Offshore, Inc. ( Hercules ), relates to Registration Statement No. 333-209033 filed by Hercules with the Securities and Exchange Commission on January 19, 2016, registering 2,000,000 shares of Hercules common stock, par value \$0.01 per share (the Registration Statement ).

On June 5, 2016, Hercules and certain of its U.S. domestic direct and indirect subsidiaries (together with Hercules, the Debtors ) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court ). On November 15, 2016, the Bankruptcy Court entered an order confirming the Debtors Modified Joint Prepackaged Chapter 11 Plan (incorporating mediation settlement) (the Plan of Liquidation ). On December 2, 2016, all applicable conditions set forth in the Plan of Liquidation were satisfied or waived and the effective date of the Plan of Liquidation occurred (the Effective Date ).

As a result of the effectiveness of the Plan of Liquidation, the offerings under the Registration Statement have been terminated. In accordance with the undertakings made by Hercules to remove from registration, by means of a post-effective amendment, any of the securities under the Registration Statement which remain unsold at the termination of the offerings, Hercules hereby removes from registration all securities registered under the Registration Statement which remained unsold as of the Effective Date, if any.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, Hercules certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on this 2<sup>nd</sup> day of December, 2016.

**Hercules Offshore, Inc.**  
(Registrant)

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

Note: no other person is required to sign this post-effective amendment to the Registration Statement on Form S-8 in reliance on Rule 478 of the Securities Act of 1933, as amended.