

HERCULES OFFSHORE, INC.

Form 5

January 29, 2016

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Pellegrin Todd

(Last) (First) (Middle)

9 GREENWAY PLAZA, SUITE
2200

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HERCULES OFFSHORE, INC.
[HERO]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP, Worldwide Liftboat Ops.

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Old Common Stock ⁽¹⁾	11/06/2015	Â	J ⁽¹⁾	136,272 D \$ ⁽¹⁾ 0		D	Â
Common Stock ⁽²⁾	11/06/2015	Â	J ⁽²⁾	192,019 D \$ 0 0		D	Â
New Common Stock ⁽¹⁾	11/06/2015	Â	J ⁽¹⁾	507 A \$ ⁽¹⁾ 507		D	Â

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 25.64	11/06/2015	Â	J ⁽¹⁾	Â 5,200	Â ⁽³⁾ 02/14/2018	Old Common Stock
Stock Option (Right to Buy)	\$ 3.89	11/06/2015	Â	J ⁽¹⁾	Â 19,999	Â ⁽³⁾ 02/24/2020	Old Common Stock
Warrants expiring 2021	\$ 70.5	11/06/2015	Â	J ⁽¹⁾	4,089 Â	11/06/2015 Â ⁽¹⁾	New Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pellegrin Todd 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046	Â SVP, Worldwide Liftboat Ops.

Signatures

/s/ Beau Thompson,
attorney-in-fact 01/29/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Pursuant to the Issuer's Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, which was confirmed by the United States Bankruptcy Court for the District of Delaware, and became effective on November 6, 2015 (the "Plan"), all equity interests in the Issuer outstanding prior to effectiveness were cancelled, and for each share of common stock, par value \$0.01 per share, issued and outstanding prior to the effectiveness of the Plan (the "Old Common Stock") (a) .00372120 share of new common stock, par

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value \$0.01 per share (the "New Common Stock") and (b) .03000969 warrant exercisable at a price of \$70.50 per share (the "Warrants") were issued. The Warrants are exercisable until November 8, 2021 unless they earlier expire in accordance with their terms. No fractional shares of New Common Stock or Warrants were issued.

- (2) Restricted stock cancelled pursuant to the Plan.
- (3) The stock options became exercisable in three equal amounts on each of the first three anniversaries of the date of grant.

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Remarks:

ThisÂ reportÂ isÂ beingÂ filedÂ toÂ reportÂ theÂ cancellationÂ ofÂ theÂ reportingÂ person'sÂ OldÂ CommonÂ StockÂ (

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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