

SUPERIOR ENERGY SERVICES INC

Form S-8

May 29, 2015

As filed with the Securities and Exchange Commission on May 29, 2015.

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**SUPERIOR ENERGY SERVICES, INC.**

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

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**  
**1001 Louisiana Street, Suite 2900**

**75-2379388**  
**(I.R.S. Employer**  
**Identification No.)**  
**77002**

**Houston, Texas**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Superior Energy Services, Inc. Amended and Restated 2013 Stock Incentive Plan**

**(Full title of the plan)**

**William B. Masters**

**Executive Vice President and General Counsel**

**Superior Energy Services, Inc.**

**1001 Louisiana Street, Suite 2900**

**Houston, Texas 77002**

**(713) 654-2200**

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

*Copy to:*

**Kelly C. Simoneaux**

**Jones Walker LLP**

**201 St. Charles Avenue, Suite 5100**

**New Orleans, Louisiana 70170-5100**

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 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered <sup>(1)</sup></b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock (par value \$0.001 per share) Amended and Restated 2013 Stock Incentive Plan	6,850,000 shares <sup>(2)</sup>			
Total Shares	6,850,000 shares <sup>(2)</sup>	\$22.765 <sup>(3)</sup>	\$155,940,250 <sup>(3)</sup>	\$18,121

- (1) Upon a stock split, stock dividend, or similar transaction in the future during the effectiveness of this Registration Statement and involving our Common Stock, the number of shares registered shall be automatically increased to cover the additional securities in accordance with Rule 416(a) under the Securities Act of 1933.
- (2) Represents the number of additional shares of Common Stock reserved for issuance pursuant to the Amended and Restated 2013 Stock Incentive Plan. 8,000,000 shares issuable pursuant to the 2013 Stock Incentive Plan were previously registered on Registration Statement 333-189130.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, based on the average of the high and low price per share of our Common Stock on the New York Stock Exchange on May 26, 2015.

## INCORPORATION BY REFERENCE

On June 6, 2013, Superior Energy Services, Inc., a Delaware corporation (the Company), registered 8,000,000 shares of its Common Stock, \$0.001 par value per share, to be offered and sold to participants under the Superior Energy Services, Inc. 2013 Stock Incentive Plan, as amended from time to time (the Plan) pursuant to the Registration Statement on Form S-8 (File No. 333-189130). The Plan was amended by the Company's stockholders on May 22, 2015, in part to increase the number of shares available for issuance under the Plan by 6,850,000 shares of Common Stock. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 (Registration of Additional Securities) to register such additional 6,850,000 shares of Common Stock that may be offered or sold to participants under the Plan.

The contents of the Registration Statement on Form S-8 (File No. 333-189130) with respect to 8,000,000 shares of the Company's Common Stock are hereby incorporated by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

- 5.1 Opinion of Jones Walker LLP.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Ryder Scott Company, L.P.
- 23.3 Consent of Netherland, Sewell & Associates, Inc.
- 23.4 Consent of Jones Walker LLP (included in Exhibit 5.1).
- 24.1 Powers of Attorney (included in the signature pages of this Registration Statement).
- 99.1 Superior Energy Services, Inc. Amended and Restated 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on May 28, 2015).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 29, 2015.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ David D. Dunlap  
David D. Dunlap

President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints David D. Dunlap and Robert S. Taylor, or either one of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David D. Dunlap David D. Dunlap	President, Chief Executive Officer and Director  <i>(Principal Executive Officer)</i>	May 29, 2015
/s/ Robert S. Taylor  Robert S. Taylor	Executive Vice President, Chief Financial Officer and Treasurer  <i>(Principal Financial Officer)</i>  <i>(Principal Accounting Officer)</i>	May 29, 2015
/s/ Terence E. Hall Terence E. Hall	Chairman of the Board and Director	May 29, 2015
/s/ Harold J. Bouillion Harold J. Bouillion	Director	May 29, 2015

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/s/ James M. Funk  
James M. Funk

Director

May 29, 2015

/s/ Peter D. Kinnear  
Peter D. Kinnear

Director

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/s/ Michael M. McShane  
Michael M. McShane

Director

May 29, 2015

/s/ W. Matt Ralls  
W. Matt Ralls

Director

May 29, 2015

/s/ Justin L. Sullivan  
Justin L. Sullivan

Director

May 29, 2015

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
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