

HERCULES OFFSHORE, INC.
Form 4
June 15, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Centerbridge Credit Partners, L.P.

2. Issuer Name and Ticker or Trading Symbol
HERCULES OFFSHORE, INC.
[HERO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

375 PARK AVENUE, 12TH FLOOR

06/13/2016

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10152

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/13/2016 | | P | 17,158 A \$ 1.2184 | 910,749 ⁽¹⁾ | D ^{(2) (5) (6)} <u>(7)</u> | |
| Common Stock | 06/13/2016 | | P | 32,842 A \$ 1.2184 | 1,743,194 ⁽³⁾ | I | See footnotes <u>(4) (5) (6) (7)</u> |
| Common Stock | 06/14/2016 | | P | 19,286 A \$ 1.1612 | 930,035 | D ^{(2) (5) (6)} <u>(7)</u> | |
| Common Stock | 06/14/2016 | | P | 36,914 A \$ 1.1612 | 1,780,108 | I | See footnotes <u>(4) (5) (6) (7)</u> |

Edgar Filing: HERCULES OFFSHORE, INC. - Form 4

| | | | | | | | | | |
|--------------|------------|---|--------|---|-----------|-----------|---|--------------------|-------------------------------|
| Common Stock | 06/15/2016 | P | 11,154 | A | \$ 1,2997 | 941,189 | D | (2) (5) (6) (7) | |
| Common Stock | 06/15/2016 | P | 21,346 | A | \$ 1,2997 | 1,801,454 | I | | See footnotes (4) (5) (6) (7) |
| Common Stock | 06/15/2016 | P | 34,320 | A | \$ 1.37 | 975,509 | D | (2) (5) (6) (7) | |
| Common Stock | 06/15/2016 | P | 65,680 | A | \$ 1.37 | 1,867,134 | I | | See footnotes (4) (5) (6) (7) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Centerbridge Credit Partners, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | | X | | |
| Centerbridge Credit Partners General Partner, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | | X | | |

| | |
|---|---|
| Centerbridge Credit Cayman GP, Ltd. C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |
| Centerbridge Credit Partners Master, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | X |
| Centerbridge Credit Partners Offshore General Partner, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |
| Gallogly Mark T 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |
| Aronson Jeffrey 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |

Signatures

Centerbridge Credit Partners, L.P., By: Centerbridge Credit Partners General Partner, L.P., its general partner, By: Centerbridge Credit Cayman GP Ltd., its general partner, By: /s/ Jeffrey H. Aronson, Authorized Signatory

06/15/2016

__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) The Form 3 filed by the Reporting Persons on November 19, 2015 reported 893,593 shares of Common Stock instead of 893,591 shares. The Form 3 overstated the number of shares by 2 shares due to a rounding error.
- (2) These shares of Common Stock are held by Centerbridge Credit Partners, L.P. ("Credit Partners").
- (3) The Form 3 filed by the Reporting Persons on November 19, 2015 reported 1,710,353 shares of Common Stock instead of 1,710,352 shares. The Form 3 overstated the number of shares by 1 share due to a rounding error.
- (4) These shares of Common Stock are held by Centerbridge Credit Partners Master, L.P. ("Credit Partners Master" and, together with Credit Partners, the "Centerbridge Funds").
- (5) Centerbridge Credit Partners General Partner, L.P. ("Onshore GP") is the general partner of Credit Partners, and, as such, it may be deemed to beneficially own the securities held by Credit Partners. Centerbridge Credit Partners Offshore General Partner, L.P. ("Offshore GP") is the general partner of Credit Partners Master, and, as such, it may be deemed to beneficially own the securities held by Credit Partners Master. Centerbridge Credit Cayman GP Ltd. ("Credit GP ") is the general partner of each of Onshore GP and Offshore GP and Mark T. Gallogly and Jeffrey H. Aronson are the directors of Credit GP, and, as such, each of Credit GP, Mr. Aronson and Mr. Gallogly may be deemed to beneficially own the securities held by the Centerbridge Funds.
- (6) For purposes of this filing, "Reporting Persons" means, as applicable, Credit Partners, Credit Partners Master, Onshore GP, Offshore GP, Credit GP, Mr. Aronson and Mr. Gallogly.
- (7) The filing of this statement by the Reporting Persons shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, such Reporting Persons are the beneficial owners of the securities reported herein and each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Act, except to the extent of such Reporting Person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.