

HERCULES OFFSHORE, INC.  
Form 8-K/A  
July 08, 2011

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

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): April 27, 2011**

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

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

**0-51582  
(Commission File Number)**

**56-2542838  
(IRS Employer  
Identification No.)**

**9 Greenway Plaza, Suite 2200  
Houston, Texas  
(Address of principal executive offices)**

**77046  
(Zip Code)**

**Registrant's telephone number, including area code: (713) 350-5100**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**This Amendment No. 1 amends the Current Report on Form 8-K that Hercules Offshore, Inc. ( Hercules Offshore ) filed with the Securities and Exchange Commission ( SEC ) on April 27, 2011 concerning the completion of its acquisition of certain assets and liabilities from Seahawk Drilling, Inc. ( Seahawk ), to include the audited historical financial statements of Seahawk and the unaudited pro forma financial information required by Item 9.01 of Form 8-K. The assets acquired primarily consisted of 20 jackup rigs located in the U.S. Gulf of Mexico and related equipment, accounts receivable and certain contractual rights. The assumed liabilities were limited to specific items, such as certain accounts payable, with all other liabilities retained by Seahawk.**

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired

The audited consolidated and combined financial statements of Seahawk for the fiscal years ended December 31, 2010, 2009 and 2008 are filed in this Current Report as Exhibit 99.1

(b) Pro forma financial information

The unaudited pro forma condensed combined financial statements as of and for the three months ended March 31, 2011 and for the year ended December 31, 2010 are filed in this Current Report as Exhibit 99.2

(d) Exhibits.

**Exhibit**

**Number Description**

23.1 Consent of Independent Registered Public Accounting Firm KPMG LLP

99.1 Seahawk's audited consolidated balance sheets as of December 31, 2010 and 2009 and the consolidated and combined statements of operations, net parent funding and stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010 and the notes related thereto.

99.2 Unaudited pro forma condensed combined financial statements of Hercules and Seahawk as of and for the three months ended March 31, 2011 and for the year ended December 31, 2010 and explanatory notes.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERCULES OFFSHORE, INC.

Date: July, 7 2011

By: /s/ Stephen M. Butz  
Stephen M. Butz  
Senior Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of Independent Registered Public Accounting Firm KPMG LLP
99.1	Seahawk's audited consolidated balance sheets as of December 31, 2010 and 2009 and the consolidated and combined statements of operations, net parent funding and stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010 and the notes related thereto.
99.2	Unaudited pro forma condensed combined financial statements of Hercules and Seahawk as of and for the three months ended March 31, 2011 and for the year ended December 31, 2010 and explanatory notes.