

TIDEWATER INC  
Form S-8 POS  
August 08, 2017

As filed with the Securities and Exchange Commission on August 8, 2017.

**Registration No. 333-32729**

**Registration No. 333-66054**

**Registration No. 333-136407**

**Registration No. 333-164847**

**Registration No. 333-201954**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO EACH OF:**

**FORM S-8 REGISTRATION STATEMENT NO. 333-32729**

**FORM S-8 REGISTRATION STATEMENT NO. 333-66054**

**FORM S-8 REGISTRATION STATEMENT NO. 333-136407**

**FORM S-8 REGISTRATION STATEMENT NO. 333-164847**

**FORM S-8 REGISTRATION STATEMENT NO. 333-201954**

*under*

***THE SECURITIES ACT OF 1933***

**TIDEWATER INC.**

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

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

**72-0487776**  
**(I.R.S. Employer**  
**Identification No.)**

**601 Poydras Street, Suite 1500**

**New Orleans, Louisiana**  
**(Address of Principal Executive Offices)**

**70130**  
**(Zip Code)**

**Tidewater Inc. 1997 Stock Incentive Plan**

**Tidewater Inc. 2001 Stock Incentive Plan**

**Tidewater Inc. 2006 Stock Incentive Plan**

**Tidewater Inc. 2009 Stock Incentive Plan**

**Tidewater Inc. 2014 Stock Incentive Plan**

**(Full title of the plan)**

**Bruce D. Lundstrom**

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

**Tidewater Inc.**

**601 Poydras Street**

**Suite 1500**

**New Orleans, Louisiana 70130**

**(504) 568-1010**

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

*Copy to:*

**Curtis R. Hearn and Hope M. Spencer**

**Jones Walker LLP**

**201 St. Charles Avenue**

**New Orleans, Louisiana 70170-5100**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to each of the following Registration Statements on Form S-8 (collectively, the Registration Statements ) originally filed by Tidewater Inc., a Delaware corporation (the Registrant ) with the Securities and Exchange Commission:

Registration No. 333-32729, filed on August 1, 1997, registering 3,000,000 shares of common stock, \$0.10 par value per share, for issuance under the terms of the Tidewater Inc. 1997 Stock Incentive Plan.

Registration No. 333-66054, filed on July 27, 2001, registering 2,850,000 shares of common stock, \$0.10 par value per share, for issuance under the terms of the Tidewater Inc. 2001 Stock Incentive Plan.

Registration No. 333-136407, filed on August 8, 2006, registering 1,500,000 shares of common stock, \$0.10 par value per share, for issuance under the terms of the Tidewater Inc. 2006 Stock Incentive Plan.

Registration No. 333-164847, filed on February 10, 2010, registering 1,982,500 shares of common stock, \$0.10 par value per share, for issuance under the terms of the Tidewater Inc. 2009 Stock Incentive Plan.

Registration No. 333-201954, filed on February 9, 2015, registering 1,300,000 shares of common stock, \$0.10 par value per share, for issuance under the terms of the Tidewater Inc. 2014 Stock Incentive Plan.

As previously disclosed, on May 17, 2017, the Registrant and certain of its subsidiaries (collectively, the Debtors ) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Cases, and such court, the Bankruptcy Court ). On July 17, 2017, the Bankruptcy Court issued a written order (the Confirmation Order ) confirming the Second Amended Joint Prepackaged Chapter 11 Plan of Reorganization of the Debtors, as modified by the Confirmation Order (the Plan ). On July 31, 2017, the Plan became effective in accordance with its terms and the Debtors emerged from the Bankruptcy Cases.

As a result of the Plan, the Registrant has terminated all offerings of securities pursuant to the Registration Statements. In accordance with an undertaking made by the Registrant in each Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Registrant hereby removes from registration any and all securities registered but unsold under the Registration Statements and terminates the effectiveness of each Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), 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 Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on August 8, 2017.

TIDEWATER INC.

By: /s/ Bruce D. Lundstrom  
Bruce D. Lundstrom  
Executive Vice President,  
General Counsel and Secretary

Note: No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act.