

SEAHAWK DRILLING, INC.  
Form S-8 POS  
January 07, 2011

As filed with the Securities and Exchange Commission on January 7, 2011

Registration No. 333-161446

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**SEAHAWK DRILLING, INC.**

(Exact name of registrant as specified in its charter)

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

**72-1269401**  
(I.R.S Employer  
Identification No.)

**5 Greenway Plaza, Suite 2700, Houston, Texas**  
(Address of Principal Executive Offices)

**77046**  
(Zip Code)

**Seahawk Drilling, Inc. Employee Stock Purchase Plan**

(Full title of the plan)

**Alejandro Cestero**

**Senior Vice President, General Counsel,**

**Chief Compliance Officer and Secretary**

**Seahawk Drilling, Inc.**

**5 Greenway Plaza, Suite 2700**

**Houston, Texas 77046**

**(713) 369-7300**

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

*Copies to:*

**Fulbright & Jaworski L.L.P.**

**Fulbright Tower**

**1301 McKinney, Suite 5100**

**Houston, Texas 77010-3095**

**Attention: Kevin Trautner**

**Telephone: (713) 651-5151**

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Facsimile: (713) 651-5246

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

|                         |  |                           |                                     |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>   | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/>            |

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 (the Post-Effective Amendment ) to the Form S-8 Registration Statement, Registration No. 333-161446, filed on August 19, 2009 (the Registration Statement ), which registered an aggregate amount of 400,000 shares of common stock, par value \$0.01 per share ( Common Stock ), including the Preferred Stock Purchase Rights attached thereto, is being filed in order to remove from registration 392,815 shares of Common Stock, including the Preferred Stock Purchase Rights attached thereto, remaining unsold under the Registration Statement. On December 17, 2010, the Seahawk Drilling, Inc. Employee Stock Purchase Plan was terminated. In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K promulgated under the Securities Act of 1933, as amended, the registrant hereby removes from registration any and all securities previously registered but not sold or otherwise issued under the Registration Statement as of the filing of the Post-Effective Amendment.

**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 Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on January 7, 2011.

SEAHAWK DRILLING, INC.

By: /s/ Alejandro Cestero  
Alejandro Cestero  
Senior Vice President, General Counsel,  
Chief Compliance Officer and Secretary