

HERCULES OFFSHORE, INC.

Form 8-K

May 26, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2015

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

(I.R.S. Employer  
Identification No.)

9 Greenway Plaza, Suite 2200

Houston, Texas

(Address of principal executive offices)

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

77046

(Zip Code)

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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Item 5.07 Submission of Matters to a Vote of Security Holders

Hercules Offshore, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting") on May 20, 2015. Only holders of the Company's common stock at the close of business on March 24, 2015 (the "Record Date") were entitled to vote at the Annual Meeting. As of the Record Date, there were 164,068,394 shares of common stock outstanding and entitled to vote. A total of 125,116,370 shares of common stock, constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

Set forth below are the final results of voting on each of the matters submitted to a vote at the Annual Meeting.

1. Stockholders elected each of the two Class I Director nominees for three-year terms, as follows:

|                   | For        | Withheld  | Broker Non-Votes |
|-------------------|------------|-----------|------------------|
| John T. Rynd      | 40,699,491 | 2,091,369 | 82,325,510       |
| Steven A. Webster | 36,035,118 | 6,755,742 | 82,325,510       |

2. Stockholders of a majority of the shares voted approved, on an advisory basis, the compensation of the Company's named executive officers, as follows:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 38,615,036 | 3,627,506 | 548,318     | 82,325,510       |

3. Stockholders ratified the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the year ending December 31, 2015, as follows:

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 122,904,697 | 1,683,477 | 528,196     |

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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: May 26, 2015

By: /s/ Beau M. Thompson  
Beau M. Thompson  
Senior Vice President,  
General Counsel and Secretary

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