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

FORM 15/A

Amendment No. 1

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-31617

BRISTOW GROUP INC.

(Exact name of registrant as specified in its charter)

3151 Briarpark Drive, Suite 700
Houston, Texas 77042
(713) 267-7600

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.0001 per share
(Title of each class of securities covered by this Form)

Common Stock, par value \$0.0001 per share
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 63

Explanatory Note: This Amendment No. 1 to Form 15 (this “Amendment No. 1”) amends and restates the Form 15 (the “Original Form 15” and, together with Amendment No. 1, the “Form 15”) filed by Bristow Group Inc. (the “Company”) on October 31, 2019. The purpose of this Amendment No. 1 is (i) to update the approximate number of holders of record as of the certification or notice date and (ii) to clarify that the Company’s duty to file reports under Sections 13(a) and 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) remains.

On May 11, 2019, the Company and its subsidiaries BHNA Holdings Inc., Bristow Alaska Inc., Bristow Helicopters Inc., Bristow U.S. Leasing LLC, Bristow U.S. LLC, BriLog Leasing Ltd. and Bristow Equipment Leasing Ltd. (together, the “Debtors”) filed voluntary petitions (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”), seeking relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ Chapter 11 Cases were jointly administered under the caption *In re: Bristow Group Inc., et al.*, Main Case No. 19-32713. On August 20, 2019, the Debtors filed an Amended Joint Plan of Reorganization (as subsequently modified on August 22, 2019 and September 30, 2019, the “Plan”) with the Bankruptcy Court. On October 8, 2019, the Bankruptcy Court entered an order confirming the Plan. On October 31, 2019 (the “Effective Date”), the Plan became effective in accordance with its terms and the Debtors emerged from the Chapter 11 Cases.

Pursuant to the Plan, the Company’s previously outstanding common stock, par value \$0.01 per share (the “Old Common Stock”), including options, warrants, rights, restricted stock units or other securities or agreements to acquire such Old Common Stock, was canceled and of no further force or effect as of the Effective Date. In connection with its emergence from the Chapter 11 Cases, the Company issued common stock, par value \$0.0001, of the reorganized Company pursuant to the Plan (the “New Common Stock”). Pursuant to Rule 12g-3(a) of the Exchange Act, the New Common Stock was automatically deemed registered under Section 12(g) of the Exchange Act. This Form 15 is being filed pursuant to Rule 12g-4(a)(1) for the purpose of beginning the 90-day period that must elapse before the registration of the New Common Stock under Section 12(g) can terminate. The Company is eligible to file this Form 15 because the number of holders of record of the New Common Stock is 63.

As previously disclosed in the Company’s Form 12b-25 filed with the Securities and Exchange Commission on August 12, 2019, the Company was unable to file in a timely manner its Quarterly Report on Form 10-Q for the three months ended June 30, 2019 (the “Form 10-Q”) due to its attention to the Chapter 11 Cases. The Company is in the process of preparing and completing the filing of the Form 10-Q in order to become current in its Exchange Act reporting obligations. Once the Company is current in its Exchange Act reporting obligations, it will file another amendment to Form 15 pursuant to Rule 12h-3, after which it will no longer have a duty to file reports under Section 13(a) or 15(d) with respect to any securities, and the registration of the New Common Stock shall terminate under Section 12(g).

Pursuant to the requirements of the Securities Exchange Act of 1934, Bristow Group Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

BRISTOW GROUP INC.
(Registrant)

Date: November 12, 2019

By: /s/ Brian J. Allman
Name: Brian J. Allman
Title: Senior Vice President and Chief
Financial Officer