

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|--|
| 1. Name and Address of Reporting Person * <u>Brass Lorin L.</u> (Last) (First) (Middle) 3151 BRIARPARK DRIVE, SUITE 700 (Street) HOUSTON TX 77042 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Bristow Group Inc [BRSWQ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2019 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (2) | 12/17/2019 | | A ⁽¹⁾⁽⁴⁾ | | 3,836 | | (5) | (5) | Common Stock | 3,836 | \$0 ⁽¹⁾⁽⁴⁾ | 3,836 | D | |
| Restricted Stock Units | (3) | 12/17/2019 | | A ⁽¹⁾⁽⁴⁾ | | 2,351 | | (5) | (5) | Preferred Stock | 2,351 | \$0 ⁽¹⁾⁽⁴⁾ | 2,351 | D | |
| Director Stock Option (Right to Buy) | \$36.37 | 12/17/2019 | | A ⁽¹⁾⁽⁶⁾ | | 9,721 | | (7) | 12/17/2029 | Common Stock | 9,721 | \$0 ⁽¹⁾⁽⁶⁾ | 9,721 | D | |

Explanation of Responses:

- On May 11, 2019, Bristow Group Inc. (the "Company") and certain of its subsidiaries (together with the Company, 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"). 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 into 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 bankruptcy under the Chapter 11 Cases. On the Effective Date, all of the Company's previously outstanding shares of common stock, par value \$0.01, including options, warrants, rights, restricted stock units or other securities or agreements to acquire such common stock, were canceled pursuant to the Plan.
- Each restricted stock unit represents a contingent right to receive one share of new common stock of the Company, as reorganized pursuant to and under the Plan, par value \$0.0001 per share.
- Each restricted stock unit represents a contingent right to receive one share of new preferred stock of the Company, as reorganized pursuant to and under the Plan, par value \$0.0001 per share.
- In accordance with a Management Incentive Plan adopted by the Company pursuant to the Plan (the "Management Incentive Plan"), the reporting person received an award of restricted stock units.
- The restricted stock units vest in three equal annual installments on November 1 of 2020, 2021 and 2022, subject to the reporting person's continued status as a director of the Company as of each such vesting date. The vested restricted stock units will settle on the thirtieth day following the first to occur of (i) a Change in Control (as defined in the Management Incentive Plan) of the Company and (ii) the fourth anniversary of the Effective Date.
- In accordance with the Management Incentive Plan, the reporting person received an award of stock options.
- The stock options vest and become exercisable in three equal annual installments on November 1 of 2020, 2021 and 2022, subject to the reporting person's continued status as a director of the Company as of each such vesting date.

/s/ Justin D. Mogford,
Attorney-in-Fact

12/18/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.