

HERCULES OFFSHORE, INC.

Form 5

January 29, 2016

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
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1. Name and Address of Reporting Person \*

Carson Troy L

2. Issuer Name **and** Ticker or Trading  
SymbolHERCULES OFFSHORE, INC.  
[HERO]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2015☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
SVP & Chief Financial Officer9 GREENWAY PLAZA, SUITE  
2200

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77046

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Old Common Stock <sup>(1)</sup>	11/06/2015	Â	J <sup>(1)</sup>	100,760 D \$ <sup>(1)</sup> 0		D	Â
Common Stock <sup>(2)</sup>	11/06/2015	Â	J <sup>(2)</sup>	436,128 D \$ 0 0		D	Â
New Common Stock <sup>(1)</sup>	11/06/2015	Â	J <sup>(1)</sup>	374 A \$ <sup>(1)</sup> 374		D	Â

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

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SEC 2270  
(9-02)

**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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 25.64	11/06/2015	Â	J <sup>(1)</sup>	Â 5,100	Â <sup>(3)</sup> 02/14/2018	Old Common Stock
Stock Option (Right to Buy)	\$ 1.65	11/06/2015	Â	J <sup>(1)</sup>	Â 40,000	Â <sup>(3)</sup> 02/25/2019	Old Common Stock
Stock Option (Right to Buy)	\$ 3.89	11/06/2015	Â	J <sup>(1)</sup>	Â 60,000	Â <sup>(3)</sup> 02/24/2020	Old Common Stock
Stock Option (Right to Buy)	\$ 3.09	11/06/2015	Â	J <sup>(1)</sup>	Â 75,000	Â <sup>(3)</sup> 05/07/2020	Old Common Stock
Warrants expiring 2021	\$ 70.5	11/06/2015	Â	J <sup>(1)</sup>	3,023 Â	11/06/2015 Â <sup>(1)</sup>	New Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carson Troy L 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046	Â	Â	Â SVP & Chief Financial Officer	Â

## Signatures

Beau Thompson,  
attorney-in-fact

01/29/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).  
  
Pursuant to the Issuer's Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, which was confirmed by the United States Bankruptcy Court for the District of Delaware, and became effective on November 6, 2015 (the "Plan"), all equity interests in the Issuer outstanding prior to effectiveness were cancelled, and for each share of common stock, par value \$0.01 per share, issued and outstanding prior to the effectiveness of the Plan (the "Old Common Stock") (a) .00372120 share of new common stock, par value \$0.01 per share (the "New Common Stock") and (b) .03000969 warrant exercisable at a price of \$70.50 per share (the "Warrants") were issued. The Warrants are exercisable until November 8, 2021 unless they earlier expire in accordance with their terms. No fractional shares of New Common Stock or Warrants were issued.
- (1)
- (2) Restricted stock cancelled pursuant to the Plan.
- (3) The stock options became exercisable in three equal amounts on each of the first three anniversaries of the date of grant.

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### Remarks:

ThisÂ reportÂ isÂ beingÂ filedÂ toÂ reportÂ theÂ cancellationÂ ofÂ theÂ reportingÂ person'sÂ OldÂ CommonÂ StockÂ (

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