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ATWOOD OCEANICS INC  
Form 8-K  
December 02, 2005

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WASHINGTON, D.C. 20549  
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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF EARLIEST EVENT REPORTED: December 2, 2005

ATWOOD OCEANICS, INC.  
(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER 1-13167

Internal Revenue Service - Employer Identification No. 74-1611874

15835 Park Ten Place Drive, Houston, Texas, 77084  
(281) 749-7800

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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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On December 2, 2005, the Company announced its earnings for the Fiscal Year

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2005 Fourth Quarter and Year ended September 30, 2005. A copy of the press release summarizing these earnings is filed with this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Additional information with respect to the Company's consolidated statements of operations for the three months and year ended September 30, 2005 and 2004, an analysis of revenues and contract drilling costs for the three months and year ended September 30, 2005 and consolidated balance sheets at September 30, 2005 and 2004 are attached hereto as Exhibits 99.2, 99.3 and 99.4, respectively, which are being furnished; however, should not be deemed to be filed under Section 18 of the Exchange Act.

### ITEM 7.01 REGULATION FD DISCLOSURE

Additional information with respect to the Company's Contract Status Summary at December 2, 2005 is attached hereto as Exhibit 99.5. Such information is being furnished under Regulation FD and should not be deemed to be filed under Section 18 of the Exchange Act.

Statements contained in this report with respect to the future are forward-looking statements. These statements reflect management's reasonable judgment with respect to future events. Forward-looking statements involve risks and uncertainties. Actual results could differ materially from those anticipated as a result of various factors including; the Company's dependence on the oil and gas industry; the risks involved the construction of a rig; competition; operating risks; risks involved in foreign operations; risks associated with possible disruption in operations due to terrorism; risks associated with a possible disruption in operations due to a war with Iraq; and governmental regulations and environmental matters. A list of additional risk factors can be found in the Company's annual report on Form 10-K for the year ended September 30, 2004, filed with the Securities and Exchange Commission.

### ITEM 9.01 EXHIBITS

- EXHIBIT 99.1 PRESS RELEASE DATED DECEMBER 2, 2005
- EXHIBIT 99.2 CONSOLIDATED STATEMENT OF OPERATIONS FOR THE THREE MONTHS AND YEAR ENDED SEPTEMBER 30, 2005 AND 2004
- EXHIBIT 99.3 ANALYSIS OF REVENUES AND CONTRACT DRILLING COSTS FOR THE THREE MONTHS AND YEAR ENDED SEPTEMBER 30, 2005
- EXHIBIT 99.4 CONSOLIDATED BALANCE SHEETS AT SEPTEMBER 30, 2005 AND 2004
- EXHIBIT 99.5 CONTRACT STATUS SUMMARY AT DECEMBER 2, 2005

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### SIGNATURES

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.

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ATWOOD OCEANICS, INC.  
(Registrant)

/s/ James M. Holland  
James M. Holland  
Senior Vice President

DATE: December 2, 2005

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EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| 99.1        | Press Release dated December 2, 2005  |
| 99.2        | Consolidated Statements of Operations for the Three Months and Year ended September 30, 2005 and 2004 |
| 99.3        | Analysis of Revenues and Drilling Costs for the Three Months and Year ended September 30, 2005        |
| 99.4        | Consolidated Balance Sheets at September 30, 2005 and 2004  |
| 99.5        | Contract Status Summary at December 2, 2005   |

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Houston, Texas  
2 December 2005

FOR IMMEDIATE RELEASE

ATWOOD OCEANICS, INC., Houston-based International Drilling Contractor, announced today that the Company earned net income of \$7,021,000 or \$.45 per diluted share, on revenues of \$46,124,000 for the quarter ended September 30, 2005, compared to net income of \$3,344,000 or \$.24 per diluted share, on revenues of \$42,933,000 for the quarter ended September 30, 2004. For the twelve months ended September 30, 2005, the Company earned net income of \$26,371,000 or \$1.69 per diluted share, on revenues of \$176,156,000 compared to net income of \$7,587,000 or \$.54 per diluted share, on revenues of \$163,454,000 for the twelve months ended September 30, 2004.

In the Company's Form 8-K filed on November 22, 2005, the Company advised that at this time diluted earnings per share for the quarter ended September 30, 2005 was expected to be between \$.20 and \$.25. On December 1, 2005, the Company received notification from the Internal Revenue Service that a previously reserved \$3.3 million U.S. income tax refund the Company had been pursuing for over two years has been approved for payment. Based upon this approval, the Company reduced income tax provision by the refund amount for the quarter and year ended September 30, 2005 and also recorded approximately \$300,000 of

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interest income relating to the tax refund. This tax refund and related interest income increased diluted earnings per share for the quarter and year ended September 30, 2005 by \$.22 and \$.23, respectively.

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|                                      | FOR THE THREE MONTHS ENDED SEPTEMBER 30, |               |
|--------------------------------------|--|---------------|
|                                      | 2005                                     | 2004          |
|                                      | -----                                    | -----         |
| Revenues                             | \$ 46,124,000                            | \$ 42,933,000 |
| Income before Income Taxes           | 5,432,000                                | 1,642,000     |
| (Provision) Benefit for Income Taxes | 1,589,000                                | 1,702,000     |
| Net Income                           | 7,021,000                                | 3,344,000     |
| Earnings per Common Share -          |  |               |
| Basic                                | 0.46                                     | 0.24          |
| Diluted                              | 0.45                                     | 0.24          |
| Weighted Average Shares              |  |               |
| Outstanding -                        |  |               |
| Basic                                | 15,293,000                               | 13,860,000    |
| Diluted                              | 15,726,000                               | 14,073,000    |

|                                      | FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, |                |
|--------------------------------------|---|----------------|
|                                      | 2005                                      | 2004           |
|                                      | -----                                     | -----          |
| Revenues                             | \$ 176,156,000                            | \$ 163,454,000 |
| Income before Income Taxes           | 25,608,000                                | 12,402,000     |
| (Provision) Benefit for Income Taxes | 763,000                                   | (4,815,000)    |
| Net Income                           | 26,371,000                                | 7,587,000      |
| Earnings per Common Share -          |   |                |
| Basic                                | 1.73                                      | 0.55           |
| Diluted                              | 1.69                                      | 0.54           |
| Weighted Average Shares              |   |                |
| Outstanding -                        |   |                |
| Basic                                | 15,207,000                                | 13,858,000     |
| Diluted                              | 15,610,000                                | 13,999,000     |

Contact: Jim Holland  
(281) 749-7804

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EXHIBIT 99.2

ATWOOD OCEANICS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except per share amounts)

Three Months Ended  
September 30,

Twelve Months Ended  
September 30,

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|  | 2005<br>(Unaudited) | 2004           | 2005<br>(Unaudited) |
|--|---------------------|----------------|---------------------|
| <b>REVENUES:</b>                                     |                     |                |                     |
| Contract drilling                                    | \$ 46,124           | \$ 40,553      | \$ 168,500          |
| Business interruption proceeds                       | -                   | 2,380          | 7,656               |
|  | -----               | -----          | -----               |
|  | 46,124              | 42,933         | 176,156             |
|  | -----               | -----          | -----               |
| <b>COSTS AND EXPENSES:</b>                           |                     |                |                     |
| Contract drilling                                    | 28,182              | 28,417         | 102,849             |
| Depreciation   | 6,806               | 7,995          | 26,735              |
| General and administrative                           | 4,431               | 2,706          | 14,245              |
|  | -----               | -----          | -----               |
|  | 39,419              | 39,118         | 143,829             |
|  | -----               | -----          | -----               |
| <b>OPERATING INCOME</b>                              | <b>6,705</b>        | <b>3,815</b>   | <b>32,327</b>       |
| <b>OTHER INCOME (EXPENSE)</b>                        |                     |                |                     |
| Interest expense                                     | (1,694)             | (2,204)        | (7,352)             |
| Interest income (note 1)                             | 421                 | 31             | 633                 |
|  | -----               | -----          | -----               |
|  | (1,273)             | (2,173)        | (6,719)             |
|  | -----               | -----          | -----               |
| <b>INCOME BEFORE INCOME TAXES</b>                    | <b>5,432</b>        | <b>1,642</b>   | <b>25,608</b>       |
| <b>PROVISION (BENEFIT) FOR INCOME TAXES (note 1)</b> | <b>(1,589)</b>      | <b>(1,702)</b> | <b>(763)</b>        |
|  | -----               | -----          | -----               |
| <b>NET INCOME</b>                                    | <b>\$7,021</b>      | <b>\$3,344</b> | <b>\$26,371</b>     |
|  | =====               | =====          | =====               |
| <b>EARNINGS PER COMMON SHARE:</b>                    |                     |                |                     |
| Basic  | \$0.46              | \$0.24         | \$1.73              |
| Diluted  | 0.45                | 0.24           | 1.69                |
| <b>AVERAGE COMMON SHARES OUTSTANDING:</b>            |                     |                |                     |
| Basic  | 15,293              | 13,860         | 15,207              |
| Diluted  | 15,726              | 14,073         | 15,610              |

Note 1 - On December 1, 2005, the Company received notification from the Internal Revenue Service that a previously reserved \$3.3 million U.S. income tax refund the Company had been pursuing for over two years has been approved for payment. Based upon this approval, the Company reduced income tax provision by the refund amount for the quarter and year ended September 30, 2005 and also recorded approximately \$300,000 of interest income relating to the tax refund. This tax refund and related interest income increased diluted earnings per share for the quarter and year ended September 30, 2005 by \$.22 and \$.23, respectively.

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EXHIBIT 99.3

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ATWOOD OCEANICS, INC. AND SUBSIDIARIES  
ANALYSIS OF REVENUES AND DRILLING COSTS  
(Unaudited)

FOR THE THREE MONTHS ENDED  
SEPTEMBER 30, 2005

|                       | REVENUES<br>----- | DRILLING<br>COSTS<br>----- |
|-----------------------|-------------------|----------------------------|
|                       | (In Millions)     |                            |
| ATWOOD FALCON         | \$ 9.0            | \$ 4.7                     |
| ATWOOD EAGLE          | 8.0               | 5.8                        |
| ATWOOD BEACON         | 6.0               | 2.1                        |
| VICKSBURG             | 5.8               | 2.2                        |
| ATWOOD HUNTER         | 5.7               | 3.3                        |
| SEAHAWK               | 4.3               | 2.6                        |
| RICHMOND              | 3.6               | 2.3                        |
| ATWOOD SOUTHERN CROSS | 1.7               | 1.1                        |
| OTHER                 | 2.0               | 4.1                        |
|                       | -----             | -----                      |
|                       | 46.1              | 28.2                       |
|                       | =====             | =====                      |

FOR THE TWELVE MONTHS ENDED  
SEPTEMBER 30, 2005

|                       | REVENUES<br>----- | DRILLING<br>COSTS<br>----- |
|-----------------------|-------------------|----------------------------|
|                       | (In Millions)     |                            |
| ATWOOD EAGLE          | \$ 34.6           | \$ 21.9                    |
| ATWOOD FALCON         | 29.8              | 14.6                       |
| ATWOOD BEACON         | 24.2              | 8.5                        |
| VICKSBURG             | 23.6              | 8.8                        |
| ATWOOD HUNTER         | 22.1              | 11.9                       |
| SEAHAWK               | 13.9              | 9.9                        |
| RICHMOND              | 11.9              | 8.9                        |
| ATWOOD SOUTHERN CROSS | 10.8              | 9.1                        |
| OTHER                 | 5.3               | 9.2                        |
|                       | -----             | -----                      |
|                       | 176.2             | 102.8                      |
|                       | =====             | =====                      |

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EXHIBIT 99.4

ATWOOD OCEANICS, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(In thousands)

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SEP. 30, 2005 SEP. 30, 2004

(Unaudited)

ASSETS

CURRENT ASSETS:

|                                       |          |          |
|---------------------------------------|----------|----------|
| Cash and cash equivalents             | \$18,982 | \$16,416 |
| Accounts receivable                   | 39,865   | 32,475   |
| Income tax receivable                 | 3,278    | 0        |
| Insurance receivable                  | 550      | 25,433   |
| Inventories of materials and supplies | 15,640   | 12,648   |
| Deferred tax assets                   | 4,310    | 290      |
| Prepaid expenses and other            | 10,658   | 5,704    |
|                                       | -----    | -----    |
| Total Current Assets                  | 93,283   | 92,966   |
|                                       | -----    | -----    |

NET PROPERTY AND EQUIPMENT

399,795 401,141

DEFERRED COSTS AND OTHER ASSETS

3,846 4,829

\$496,924 \$498,936

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

|                                     |          |          |
|-------------------------------------|----------|----------|
| Current maturities of notes payable | \$36,000 | \$36,000 |
| Accounts payable                    | 6,473    | 9,398    |
| Accrued liabilities                 | 11,088   | 13,822   |
| Deferred Credits                    | 2,598    | 833      |
|                                     | -----    | -----    |
| Total Current Liabilities           | 56,159   | 60,053   |
|                                     | -----    | -----    |

LONG-TERM NOTES PAYABLE,  
net of current maturities:

54,000 145,000

54,000 145,000

OTHER LONG TERM LIABILITIES

|                            |        |        |
|----------------------------|--------|--------|
| Deferred income taxes      | 21,010 | 18,930 |
| Deferred credits and other | 3,258  | 3,364  |
|                            | -----  | -----  |
|                            | 24,268 | 22,294 |
|                            | -----  | -----  |

SHAREHOLDERS' EQUITY:

|   |         |         |
|---|---------|---------|
| Preferred stock, no par value;<br>1,000,000 shares authorized, none outstanding                     | 0       | 0       |
| Common stock, \$1 par value, 20,000,000 shares<br>authorized with 15,341,000 issued and outstanding | 15,341  | 13,873  |
| Paid-in capital   | 120,986 | 57,917  |
| Retained earnings   | 226,170 | 199,799 |
|   | -----   | -----   |
| Total Shareholders' Equity  | 362,497 | 271,589 |
|   | -----   | -----   |

\$496,924 \$498,936

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EXHIBIT 99.5  
 ATWOOD OCEANICS, INC. AND SUBSIDIARIES  
 CONTRACT STATUS SUMMARY  
 AT December 2, 2005

| NAME OF RIG<br>-----<br>SEMISUBMERSIBLES -<br>----- | LOCATION<br>-----                      | CUSTOMER<br>-----  | CONTRACT STATUS<br>-----  |
|---|--|--|---|
| ATWOOD FALCON                                       | JAPAN                                  | MALAYSIA   | The rig is preparing to c<br>commitment with Sarawak S  |
| ATWOOD HUNTER                                       | EGYPT                                  | BURULLUS GAS CO.<br>("BURULLUS")   | The rig is currently dril<br>wells for Burullus Gas Co<br>completed in March/April<br>this contract, the rig wi<br>two (2) year contract for  |
| ATWOOD EAGLE  | AUSTRALIA                              | WOODSIDE ENERGY, LTD.<br>("WOODSIDE")  | The rig continues to work<br>Woodside. Besides the Wo<br>rig has two commitments f<br>("BHP"). The first BHP dr<br>(1) firm well with an opt<br>additional well. The rig<br>contract by BHP to drill<br>options for four (4) addi<br>Northwest coast of Austra<br>wells are drilled, the co<br>drilling programs could e<br>fiscal year 2007. |
| SEAHAWK   | MALAYSIA                               | SARAWAK SHELL BERHAD /<br>SABAH SHELL PETROLEUM<br>COMPANY LIMITED ("SHELL") | The rig is currently work<br>Shell under a contract th<br>rig commences preparation<br>its contract commitment i<br>Equatorial Guinea, Inc. (<br>for a firm period of 730<br>days each.   |
| ATWOOD SOUTHERN CROSS                               | ENROUTE TO THE<br>MEDITERRANEAN<br>SEA | MALTA SHIPYARD   | The rig will be in a ship<br>days for required inspect<br>and equipment upgrades pr<br>wells for AGIP offshore I<br>(2) AGIP wells could take<br>complete. Immediately upo<br>work, the rig will be rel<br>commence a three (3) firm<br>(2) additional wells dril<br>Resources. If all wells a<br>program could extend to s                   |



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CANTILEVER JACK-UPS -

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VICKSBURG

MALAYSIA

MYANMAR

In November 2005, the rig well plus one (1) option Total Exploration and Production offshore Myanmar. Including that the option well is drilling program should extend into fiscal year 2006. Upon completion

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drilling program, the rig firm well plus four (4) option for Petrofac offshore Malaysia could extend to September completion of the Petrofac will commence an eight month Chevron Offshore Cambodia

ATWOOD BEACON

VIETNAM

HOANG LONG AND HOAN VU JOINT OPERATING COMPANIES ("HOANG LONG")

The rig continues to work Hoang Long which includes wells. The drilling of the expected to take until March. Immediately upon completion contract, the rig will be brief stopover in Singapore of legs installed) to complete month contract for Gujarat Ltd.

SUBMERSIBLE -

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RICHMOND

UNITED STATES GULF OF MEXICO

HELIS OIL & GAS COMPANY ("HELIS")

The rig is preparing to complete (11) well under the Helis this well, the rig will have wells to drill for Helis. is expected to keep the rig

MODULAR PLATFORMS -

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GOODWYN 'A' /NORTH RANKIN 'A'

AUSTRALIA

WOODSIDE ENERGY LTD.

These are client-owned rigs is presently being refurbished approximately one-year duration commence around March 2006 indefinite planned break GOODWYN 'A' rig. The Commission maintenance of these two programs.

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