

HERCULES OFFSHORE, INC.  
Form 5  
January 29, 2016

# FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person \*  
Pellegrin Todd

(Last) (First) (Middle)

9 GREENWAY PLAZA, SUITE  
2200

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HERCULES OFFSHORE, INC.  
[HERO]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Worldwide Liftboat Ops.

6. Individual or Joint/Group Reporting

(check applicable line)

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 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>	136,272 D	\$ <sup>(1)</sup> 0	D	Â
Common Stock <sup>(2)</sup>	11/06/2015	Â	J <sup>(2)</sup>	192,019 D	\$ 0 0	D	Â
New Common Stock <sup>(1)</sup>	11/06/2015	Â	J <sup>(1)</sup>	507 A	\$ <sup>(1)</sup> 507	D	Â



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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.

- (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:

This report is being filed to report the cancellation of the reporting person's Old Common Stock (

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