

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 18, 2019

SUPERIOR ENERGY SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-34037
(Commission
File Number)

75-2379388
(IRS Employer
Identification No.)

1001 Louisiana Street, Suite 2900
Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

(713) 654-2200
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.001 par value	SPN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modifications of Rights of Security Holders

To the extent required by Item 3.03 of this Current Report on Form 8-K, the information set forth in Item 8.01 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Items 5.07 and 8.01 are incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On December 18, 2019, Superior Energy Services, Inc. (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”). Of the Company’s 146,849,439 shares of outstanding common stock, par value \$0.001 per share (“Common Stock”) (excluding treasury shares) as of the record date for the Special Meeting, 135,314,222 shares (approximately 92.14%) were present or represented by proxy at the Special Meeting. A brief description of the proposal voted on at the Special Meeting, which was approved by stockholders, and the result of the voting on the proposal submitted to the stockholders was as follows:

1. To adopt and approve an amendment to our Restated Certificate of Incorporation (the “Certificate of Amendment”) to effect (a) a reverse stock split of the outstanding shares of the Common Stock, at a reverse stock split ratio ranging from any whole number between one-for-five to one-for-fifteen (the “Reverse Stock Split”), as determined by the Board of Directors of the Company, and (b) a proportionate reduction in the number of authorized shares of Common Stock.

<u>Votes for</u>	<u>Votes against</u>	<u>Abstentions</u>
129,202,476	6,036,527	75,219

Item 7.01 Regulation FD Disclosure

On December 18, 2019, the Company issued a press release announcing the Reverse Stock Split and the proportionate reduction in the number of authorized shares of Common Stock. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information provided pursuant to this Item 7.01 is “furnished” and shall not be deemed to be “filed” with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filings.

Item 8.01 Other Events

Following the Special Meeting, the Company’s Board of Directors determined to effect the Reverse Stock Split of Common Stock at a ratio of 1-for-10. In addition, and at the same time, the total number of shares of Common Stock the Company is authorized to issue changed from 250,000,000 shares to 25,000,000 shares. The Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware, which became effective at 5:00 p.m. Eastern Time on December 18, 2019.

Upon the effectiveness of the Reverse Stock Split, every ten shares of the Company’s issued and outstanding Common Stock will be automatically combined and converted into one issued and outstanding share of Common Stock. No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split. Instead, any stockholder who would have been entitled to receive a fractional share(s) will receive cash payments in lieu of such fractional shares. The Reverse Stock Split will not affect any stockholder’s ownership’s percentage of Common Stock, except to the extent that the Reverse Stock Split results in stockholders receiving cash in lieu of fractional shares.

The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

At the market open on December 19, 2019, the Common Stock will continue to trade on the OTC Markets and the OTCQX Best Market under the same symbol “SPNV.”

In addition, the New York Stock Exchange (the “NYSE”) previously suspended trading of the Company’s Common Stock on the NYSE on September 26, 2019 and commenced delisting proceedings due to the “abnormally low” per share price of the Company’s Common Stock. The Company appealed the NYSE’s determination and began trading on the OTCQX Best Market. The appeal has subsequently been withdrawn and the NYSE has agreed to resume trading the Company’s Common Stock on the NYSE under the ticker symbol “SPN”. The Company expects that its Common Stock will resume trading on the NYSE at market open on December 26, 2019.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of the Restated Certificate of Incorporation of Superior Energy Services, Inc.
99.1	Press Release dated December 18, 2019 announcing effectiveness of the Reverse Stock Split and the proportionate decrease in the number of authorized shares of Common Stock.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
SUPERIOR ENERGY SERVICES, INC.**

Superior Energy Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “**Corporation**”), hereby certifies as follows:

1. The Corporation was originally incorporated and the original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on April 26, 1991 and was subsequently amended and/or restated on several occasions (the “**Certificate of Incorporation**”). The name under which the Corporation was originally incorporated is Small’s Oilfield Services Corp.
2. The Board of Directors of the Corporation duly adopted a resolution by written consent in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, proposing an amendment to the Certificate of Incorporation and declaring said amendment advisable and calling a meeting of the stockholders of the Corporation for consideration thereof.
3. At a special meeting of the stockholders of the Corporation on December 18, 2019, which special meeting was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, the stockholders of the Corporation duly approved said proposed amendment by written consent in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:
4. Article FOURTH of the Certificate of Incorporation is amended to read as follows:

“FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Thirty Million (30,000,000) shares, of which Twenty-Five Million (25,000,000) shares shall be designated Common Stock, par value \$0.001 per share, and Five Million (5,000,000) shares shall be designated Preferred Stock, par value \$0.01 per share. The Board of Directors may authorize the issuance from time to time of the Preferred Stock in one or more series with such designations, preferences, qualifications, limitations, restrictions and optional or other special rights (which may differ with respect to each series) as the Board may fix by resolution. Without limiting the foregoing, the Board of Directors is authorized to fix with respect to each series:

 - (1) the number of shares which shall constitute the series and the name of the series;
 - (2) the rate and times at which, and the preferences and conditions under which, dividends shall be payable on shares of the series, and the status of such dividends as cumulative or non-cumulative and as participating or non-participating;
 - (3) the prices, times and terms, if any, at or upon which shares of the series shall be subject to redemption;

- (4) the rights, if any, of holders of shares of the series to convert such shares into, or to exchange such shares for, shares of any other class of stock of the corporation;
- (5) the terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of the series;
- (6) the rights and preferences, if any, of the holders of shares of the series upon any liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the corporation;
- (7) the limitations, if any, applicable which such series is outstanding, on the payment of dividends or making of distributions on, or the acquisition of, the Common Stock or any other class of stock which does not rank senior to the shares of the series; and
- (8) the voting rights, if any, to be provided for shares of the series.

At 5:00 p.m. Eastern Time on December 18, 2019 (the “Effective Time”), each ten shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one fully paid and non-assessable share of Common Stock. From and after the Effective Time, certificates representing shares of Common Stock prior to such combination and conversion shall represent the number of shares of Common Stock into which such Common Stock prior to such combination and conversion shall have been combined and converted at the Effective Time. No fractional shares shall be issued at the Effective Time and, in lieu thereof, the Corporation’s transfer agent shall aggregate all fractional shares and sell them as soon as practicable after the Effective Time at the then-prevailing prices on the open market, on behalf of those stockholders who would otherwise be entitled to receive a fractional share, and after the transfer agent’s completion of such sale, stockholders shall receive a cash payment from the transfer agent in an amount equal to their respective pro rata shares of the total net proceeds of that sale.”

5. This certificate shall become effective as of December 18, 2019 at 5:00 p.m. Eastern Time.
6. This certificate shall be executed, filed and recorded in accordance with Section 103 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Superior Energy Services, Inc. has caused this certificate to be signed by an authorized officer thereof, this _____ day of December, 2019.

SUPERIOR ENERGY SERVICES, INC.

By: _____
Title: David D. Dunlap
Name: President and Chief Executive Officer

FOR FURTHER INFORMATION CONTACT:
Paul Vincent, VP of Treasury and Investor
Relations, (713) 654-2200
1001 Louisiana St., Suite 2900
Houston, TX 77002
NYSE: SPN
OTCQX: SPNV



SUPERIOR ENERGY SERVICES ANNOUNCES:

Reverse stock split

Resumption of trading on the New York Stock Exchange under ticker symbol of “SPN”

Houston, December 18, 2019 – Superior Energy Services, Inc. (“Superior” or the “Company”) (NYSE: SPN; OTCQX: SPNV) today announced that at a special meeting of stockholders of the Company held on December 18, 2019, its stockholders voted to approve a proposal authorizing the Board of Directors of the Company to effect a reverse stock split of Superior’s issued and outstanding common stock (the “Reverse Stock Split”) and to proportionately reduce the number of the Company’s authorized shares of common stock (the “Authorized Share Reduction”). Following the special meeting of stockholders, the Board of Directors approved a 1-for-10 Reverse Stock Split. A Certificate of Amendment to the Company’s Restated Certificate of Incorporation was filed with the Delaware Secretary of State. The Reverse Stock Split and the Authorized Share Reduction will take effect at 5 p.m. Eastern Standard Time on December 18, 2019 (“Effective Date”).

Previously, the New York Stock Exchange (the “NYSE”) suspended trading of the Company’s common stock on the NYSE on September 26, 2019 and commenced delisting proceedings due to the “abnormally low” per share price of the Company’s common stock. The Company appealed the NYSE’s determination and began trading on the OTCQX Best Market. The Company expects that the NYSE staff will formally withdraw the delisting determination and pending appeal so that the common stock can resume trading on the NYSE under the ticker symbol “SPN” with a new CUSIP number of 868157306. The Company expects that its common shares will resume trading on the NYSE at market open on December 26, 2019.

The Reverse Stock Split will reduce the number of shares outstanding and is expected to increase the per share trading price of the common stock, which may improve marketability and facilitate its trading. As a result of the Reverse Stock Split, each 10 pre-split shares of common stock outstanding will automatically combine and convert to one issued and outstanding share of common stock without any action on the part of the stockholder. No fractional shares of common stock will be issued as a result of the reverse split. Instead, any stockholder who would have been entitled to a fractional share will receive cash payments in lieu of such fractional shares. The Reverse Stock Split will not affect any stockholder’s percentage of common stock, except to the stockholder receives cash payment in lieu of fractional shares. The number outstanding common shares will be reduced from approximately 146.8 million to approximately 14.6 million shares. The total number of shares that the Company is authorized to issue has also been reduced by the same ratio.

Additional information about the reverse split, including the reasons therefor, can be found in the Company's Definitive Proxy Statement on Schedule 14A filed with Securities and Exchange Commission on November 22, 2019.

About Superior Energy Services

Superior Energy Services (NYSE: SPN; OTCQX: SPNV) serves the drilling, completion and production-related needs of oil and gas companies worldwide through a diversified portfolio of specialized oilfield services and equipment that are used throughout the economic life cycle of oil and gas wells. For more information, visit: www.superiorenergy.com.

This press release contains, and future oral or written statements or press releases by us and our management may contain, certain forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Generally, the words "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks" and "estimates," variations of such words and similar expressions identify forward-looking statements, although not all forward-looking statements contain these identifying words. All statements other than statements of historical fact regarding the Company's financial position, financial performance, liquidity, strategic alternatives, market outlook, future capital needs, capital allocation plans, business strategies and other plans and objectives of our management for future operations and activities are forward-looking statements. These statements are based on certain assumptions and analyses made by our management in light of its experience and prevailing circumstances on the date such statements are made. Such forward-looking statements, and the assumptions on which they are based, are inherently speculative and are subject to a number of risks and uncertainties that could cause our actual results to differ materially from such statements. Such risks and uncertainties include, but are not limited to: the conditions in the oil and gas industry, especially oil and natural gas prices and capital expenditures by oil and gas companies; our outstanding debt obligations and the potential effect of limiting our ability to fund future growth and operations and increasing our exposure to risk during adverse economic conditions; necessary capital financing may not be available at economic rates or at all; volatility of our common stock; operating hazards, including the significant possibility of accidents resulting in personal injury or death, property damage or environmental damage for which we may have limited or no insurance coverage or indemnification rights; we may not be fully indemnified against losses incurred due to catastrophic events; claims, litigation or other proceedings that require cash payments or could impair our financial condition; credit risk associated with our customer base; the effect of regulatory programs (including regarding worker health and safety laws) and environmental matters on our operations or prospects, including the risk that future changes in the regulation of hydraulic fracturing could reduce demand for our pressure pumping and fluid management services, or that future changes in climate change legislation could result in increased operating costs or reduced commodity demand globally; the impact that unfavorable or unusual weather conditions could have on our operations; the potential inability to retain key employees and skilled workers; political, legal, economic and other risks and uncertainties associated with our international operations; laws, regulations or practices in foreign countries could materially restrict our operations or expose us to additional risks; potential changes in tax laws, adverse positions taken by tax authorities or tax audits impacting our operating results; changes in competitive and technological factors affecting our operations; risks associated with the uncertainty of macroeconomic and business conditions worldwide; not realizing the benefits of acquisitions or divestitures; our operations may be subject to cyber-attacks that could have an adverse effect on our business operations; counterparty risks associated with reliance on key suppliers; challenges with estimating our potential liabilities related to our oil and natural gas property; and risks associated with potential changes of Bureau of Ocean Energy Management security and bonding requirements for offshore platforms. These risks and other uncertainties related to our business are described in our periodic reports filed with the Securities and Exchange Commission. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Investors are cautioned that many of the assumptions on which our forward-looking statements are based are likely to change after such statements are made, including for example the market prices of oil and gas and regulations affecting oil and gas operations, which we cannot control or anticipate. Further, we may make changes to our business strategies and plans (including our capital spending and capital allocation plans) at any time and without notice, based on any changes in the above-listed factors, our assumptions or otherwise, any of which could or will affect our results. For all these reasons, actual events and results may differ materially from those anticipated, estimated, projected or implied by us in our forward-looking statements. We undertake no obligation to update any of our forward-looking statements for any reason, notwithstanding any changes in our assumptions, changes in our business plans, our actual experience, or other changes. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

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