

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): October 6, 2004

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

Delaware
(State or other jurisdiction)

0-20310
(Commission File Number)

75-2379388
(IRS Employer Identification No.)

1105 Peters Road, Harvey, Louisiana
(Address of principal executive offices)

70058
(Zip Code)

(504) 362-4321
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

Item 2.02. Results of Operations and Financial Condition.

On October 6, 2004, Superior Energy Services, Inc. issued the press release attached hereto as Exhibit 99.2, announcing anticipated results for the third quarter as a result of disruptions due to Hurricane Ivan in September.

Item 8.01. Other Events.

On October 6, 2004, Superior Energy Services, Inc. issued the press release attached hereto as Exhibit 99.3, announcing its intention to offer 9,696,627 shares of common stock to the public in a firm commitment underwriting pursuant to a shelf registration statement previously filed with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Second Amendment to Amended and Restated Credit Agreement, dated June 30, 2004, among SESI, L.L.C., as Borrower, Superior Energy Services, Inc., as Parent, Bank One, NA, as Agent, Wells Fargo

Bank, N.A., as Syndication Agent, Whitney National Bank, as Documentation Agent, and the Lenders party thereto.

99.2 Press release issued by Superior Energy Services, Inc., announcing third quarter outlook.

99.3 Press release issued by Superior Energy Services, Inc., announcing common stock offering.

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.

SUPERIOR ENERGY SERVICES, INC.

By: _____
/s/ Robert S. Taylor
Robert S. Taylor
Chief Financial Officer

Dated: October 6, 2004

Execution Version

SECOND AMENDMENT TO AMENDED AND RESTATED CREDIT AGREEMENT

THIS SECOND AMENDMENT TO AMENDED AND RESTATED CREDIT AGREEMENT (this "Amendment"), dated as of June 30, 2004, is among SESI, L.L.C., as Borrower, SUPERIOR ENERGY SERVICES, INC., as Parent, BANK ONE, NA, as Agent (the "Agent"), WELLS FARGO BANK, N.A., as Syndication Agent, WHITNEY NATIONAL BANK, as Documentation Agent, and the Lenders party hereto, who agree as follows:

RECITALS

- A. The Borrower, Agent and Lenders have heretofore executed an Amended and Restated Credit Agreement dated as of August 14, 2003 (as amended, the "Credit Agreement").
- B. The Borrower has requested that the Lenders (i) modify the maximum adjusted leverage ratio and (ii) modify the maximum plug and abandonment liabilities covenant.
- C. The Agent and Lenders are willing to accept the Borrower's request on the terms and conditions set forth below.
- D. Capitalized terms used herein, and not otherwise defined herein, shall have the meanings defined in the Credit Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and undertakings, the parties hereby agree as follows:

ARTICLE 1
AMENDMENTS TO THE CREDIT AGREEMENT

1.1 Sections 6.19.3 (Maximum Adjusted Leverage Ratio) of the Credit Agreement is hereby amended to substitute September 30, 2004 for March 31, 2004 and to substitute October 1, 2004 for April 1, 2004 wherever such earlier dates appear therein.

1.2 Section 6.20 (Plug and Abandonment Liabilities) of the Credit Agreement is hereby amended to read as follows:

Section 6.20 Plug and Abandonment Liabilities. The Borrower and/or certain of its Subsidiaries are engaged in acquiring oil and gas wells offshore the United States. The Borrower covenants and agrees that it and its Subsidiaries will not create or assume liabilities to plug and abandon offshore wells in excess of the lesser of (i) \$160,000,000 at any one time in the aggregate (in accordance with GAAP) or (ii) the amount permitted by the Minerals Management Service.

1.3 Except as specifically amended hereby, all of the remaining terms and conditions of the Credit Agreement remain in full force and effect.

ARTICLE 2
ACKNOWLEDGMENT OF COLLATERAL

2.1 Borrower hereby specifically reaffirms all of the Collateral Documents.

ARTICLE 3
MISCELLANEOUS

3.1 Borrower will pay each Lender who approves the foregoing amendments on or prior to August 5, 2004, an extension fee of \$2,500.

3.2 This Amendment may be executed in any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one in the same instrument. This Amendment shall be effective as of the date first written above upon execution by the Borrower, Parent and the Required Lenders.

IN WITNESS WHEREOF, the Borrower, the Agent and the Lenders have executed this Agreement as of the date first above written.

BORROWER:

SESI, L.L.C.

By: Superior Energy Services, Inc.
Member Manager

By: /s/ Robert S. Taylor
Name: Robert S. Taylor
Title: Chief Financial Officer

PARENT:

SUPERIOR ENERGY SERVICES, INC.

By: /s/ Robert S. Taylor
Name: Robert S. Taylor
Title: Chief Financial Officer

AGENT AND LENDER:

BANK ONE, NA
(Main Office Chicago)

By: /s/ Steven D. Nance
Name: Steven D. Nance
Title: Vice President

SYNDICATION AGENT AND LENDER:

WELLS FARGO BANK, N.A.

By: /s/ Philip C. Lauinger III
Name: Philip C. Lauinger III
Title: Vice President

DOCUMENTATION AGENT AND LENDER:

WHITNEY NATIONAL BANK

By: /s/ Hollie L. Ericksen
Name: Hollie L. Ericksen
Title: Vice President

LENDERS:

PNC BANK, NATIONAL ASSOCIATION

By: /s/ Tara Clare Wilde
Name: Tara Clare Wilde
Title: Assistant Vice President

NATEXIS BANQUES POPULAIRES

By: /s/ Timothy Polvado
Name: Timothy Polvado
Title: Vice President/Manager

By: /s/ Louis P. Laville, III
Name: Louis P. Laville, III
Title: Vice President/Manager

HIBERNIA NATIONAL BANK

By: /s/ Corwin Dupree
Name: Corwin Dupree
Title: Assistant Vice-President

BANK OF SCOTLAND

By: /s/ Karen Workman

Name: Karen Workman

Title: Assistant Vice President

SOUTHWEST BANK OF TEXAS

By: /s/ Ross Bartley

Name: Ross Bartley

Title: Vice President

1105 Peters Road
Harvey, Louisiana 70058
(504) 362-4321
Fax (504) 362-4966
NYSE: SPN



FOR IMMEDIATE RELEASE

FOR FURTHER INFORMATION CONTACT:
Terence Hall, CEO; Robert Taylor, CFO;
Greg Rosenstein, VP of Investor Relations, 504-362-4321

Superior Energy Services, Inc. Announces Third Quarter Outlook

(Harvey, LA, Wednesday, October 6, 2004) Superior Energy Services, Inc. (NYSE: SPN) announced today that as a result of service-work downtime and production disruptions due to Hurricane Ivan in September, the Company now expects that third quarter results will be between \$0.12 per share to \$0.15 per share.

The Company estimates that the weather disruption resulted in more than 10 days of downtime for some of its liftboats and production-related services, commencing approximately a week before the hurricane's landfall. Liftboat and production-related service activity has returned to, and in some cases exceeded, pre-storm levels.

The Company estimates that cumulative oil and gas production from its SPN Resources subsidiary deferred from the third quarter will be approximately 84,600 barrels of oil equivalent (boe), or approximately 4,700 boe per day, based on shut-in production starting September 13. Most production remains shut-in as infrastructure assessment and repairs to platforms located in the South Pass and Mobile Bay area continue. Current production is approximately 1,900 boe per day versus 5,700 boe per day prior to Hurricane Ivan. The Company does not anticipate production returning to normal levels until final assessments are made and any necessary repairs are completed during the fourth quarter.

Superior Energy Services, Inc. provides a broad range of specialized oilfield services and equipment primarily to major and independent oil and gas companies engaged in the exploration, production and development of oil and natural gas properties offshore in the Gulf of Mexico and throughout the Gulf Coast region. These services and equipment include the rental of liftboats, rental of specialized oilfield equipment, electric and mechanical wireline services, well plug and abandonment services, well control, coiled tubing services and engineering services. Additional services provided include contract operating and supplemental labor, offshore and dockside environmental cleaning services, the manufacture and sale of drilling instrumentation and the manufacture and sale of oil spill containment equipment.

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 which involve known and unknown risks, uncertainties and other factors. Among the factors that could cause actual results to differ materially are: volatility of the oil and gas industry, including the level of exploration, production and development activity; risks associated with the Company's rapid growth; changes in competitive factors and other material factors that are described from time to time in the Company's filings with the Securities and Exchange Commission. Actual events, circumstances, effects and results may be materially different from the results, performance or achievements expressed or implied by the forward-looking statements. Consequently, the forward-looking statements contained herein should not be regarded as representations by Superior or any other person that the projected outcomes can or will be achieved.

###

1105 Peters Road
Harvey, Louisiana 70058
(504) 362-4321
Fax (504) 362-4966
NYSE: SPN



FOR IMMEDIATE RELEASE

FOR FURTHER INFORMATION CONTACT:
Terence Hall, CEO; Robert Taylor, CFO;
Greg Rosenstein, VP of Investor Relations, 504-362-4321

Superior Energy Services, Inc. Announces Common Stock Offering

(Harvey, LA, Wednesday, October 6, 2004) Superior Energy Services, Inc. ("Superior") (NYSE: SPN) today announced that it intends to offer 9,696,627 shares of common stock to the public in a firm commitment underwriting pursuant to a shelf registration statement previously filed with the Securities and Exchange Commission. The underwriters for this offering will have the option to purchase up to an additional 1,454,494 shares of common stock to cover any over-allotments.

Superior also intends to enter into a stock purchase agreement with First Reserve Fund VII, Limited Partnership and First Reserve Fund VIII, L.P. (the "First Reserve Funds") concurrent with this offering, pursuant to which Superior will purchase 9,696,627 shares of common stock owned by the First Reserve Funds at a price per share equal to the net proceeds per share received in the offering, before expenses. Superior anticipates that it will purchase these shares from the First Reserve Funds immediately following the closing of the offering. The net proceeds from the exercise of the underwriters' over-allotment option will be used for general corporate purposes.

The securities may not be sold nor any offers to buy be accepted prior to the time that the prospectus supplement is final. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state. The offering may be made only by means of a prospectus and related prospectus supplement.

Superior Energy Services, Inc. provides a broad range of specialized oilfield services and equipment primarily to major and independent oil and gas companies engaged in the exploration, production and development of oil and natural gas properties offshore in the Gulf of Mexico and throughout the Gulf Coast region. These services and equipment include the rental of liftboats, rental of specialized oilfield equipment, electric and mechanical wireline services, well plug and abandonment services, well control, coiled tubing services and engineering services. Additional services provided include contract operating and supplemental labor, offshore and dockside environmental cleaning services, the manufacture and sale of drilling instrumentation and the manufacture and sale of oil spill containment equipment.

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 which involve known and unknown risks, uncertainties and other factors. Among the factors that could cause actual results to differ materially are: volatility of the oil and gas industry, including the level of exploration, production and development activity; risks associated with the Company's rapid growth; changes in competitive factors and other material factors that are described from time to time in the Company's filings with the Securities and Exchange Commission. Actual events, circumstances, effects and results may be materially different from the results, performance or achievements expressed or implied by the forward-looking statements. Consequently, the forward-looking statements contained herein should not be regarded as representations by Superior or any other person that the projected outcomes can or will be achieved.

###