
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): May 5, 2006

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))
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Item 8.01. Other Events.

On May 5, 2006, Superior Energy Services, Inc. issued a press release announcing that SESI, L.L.C., its wholly owned subsidiary, has commenced a cash tender offer and consent solicitation for any and all of its outstanding 8⁷/₈% Senior Notes due 2011. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release issued by Superior Energy Services, Inc., dated May 5, 2006.

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: May 5, 2006

EXHIBIT INDEX

99.1 Press release issued by Superior Energy Services, Inc., dated May 5, 2006.



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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 Tender Offer and Consent Solicitation

(Harvey, LA, Friday, May 5, 2006) Superior Energy Services, Inc. (NYSE: SPN) announced today that SESI, L.L.C., its wholly owned subsidiary (the "Company"), has commenced a cash tender offer and consent solicitation for any and all of its outstanding 8 7/8% Senior Notes due 2011 (the "Old Notes"). The principal purpose of the tender offer and consent solicitation is to acquire all of the outstanding Old Notes and amend the indenture governing the Old Notes to eliminate substantially all of the restrictive covenants and event of default provisions in the indenture (the "Proposed Amendments").

In connection with this tender offer, the Company expects to complete a private placement in which it will issue new unsecured senior notes (the "New Notes") in an amount expected to be sufficient to repurchase the Old Notes tendered and accepted for payment pursuant to the tender offer.

Additional Information Relating to the Tender Offer

The tender offer is scheduled to expire at 5:00 p.m. (New York City Time), on Monday, June 5, 2006, unless extended or earlier terminated (the "Expiration Date"). The consent solicitation will expire at 5:00 p.m. (New York City Time), on Thursday, May 18, 2006, unless extended or earlier terminated (the "Consent Date"). Holders tendering their Old Notes will be required to consent to the Proposed Amendments. Holders may not tender their Old Notes without delivering consents, and may not deliver consents without tendering their Old Notes.

Holders of the Old Notes who tender their Old Notes and deliver consents on or prior to the Consent Date will receive total consideration of \$1,045.63 per \$1,000 principal amount of Old Notes validly tendered. The total consideration includes a consent payment of \$10.00 per \$1,000 principal of Old Notes validly tendered. Holders who tender their Old Notes after the Consent Date but prior to the Expiration Date will not be entitled to receive the consent payment and will receive \$1,035.63 per \$1,000 principal amount of Old Notes validly tendered. In each case, holders who validly tender their Old Notes shall receive accrued and unpaid interest on the principal amount of such Old Notes up to, but not including, the applicable payment date. Subject to satisfaction of certain conditions, the Company currently expects the initial settlement date to be in late May 2006.

The tender offer and consent solicitation are subject to the satisfaction of certain conditions, including the Company's receipt of consents from holders of a majority of the outstanding principal amount of the Old Notes and completion of the offering of the New Notes. The Company has not yet entered into definitive agreements with respect to its contemplated offering of the New Notes, and no assurance can be given that such financing will be completed.

The complete terms and conditions of the tender offer and consent solicitation are described in the Offer to Purchase and Consent Solicitation Statement of the Company dated May 4, 2006, copies of which may be obtained by contacting either D.F. King & Co., Inc., the information agent for the offer, at (212) 269-5550 (for banks and brokers only) or (888) 887-0082 (for all others U.S. toll-free) or The Bank of New

York Trust Company, N.A., the depositary agent for the offer, at (904) 988-4718. The Company has engaged Bear, Stearns & Co. Inc. to act as the dealer manager in connection with the tender offer and as the solicitation agent in connection with the consent solicitation. Questions regarding the tender offer and consent solicitation may be directed to the Global Liability Management Group of Bear, Stearns & Co. Inc. at (877) 696-BEAR(2327) (toll-free).

This announcement is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any securities. The tender offer and consent solicitation are being made solely by the Offer to Purchase and Consent Solicitation Statement dated May 4, 2006.

Additional Information Relating to the New Notes

The New Notes will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws. This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these New Notes.

About Superior Energy Services, Inc.

Superior Energy Services, Inc. is a leading provider of specialized oilfield services and equipment focused on serving the production-related needs of oil and gas companies primarily in the Gulf of Mexico and the drilling-related needs of oil and gas companies in the Gulf of Mexico and select international market areas. The Company uses its production-related assets to enhance, maintain and extend production and, at the end of an offshore property's economic life, plug and decommission wells. Superior also owns and operates mature oil and gas properties in the Gulf of Mexico.

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.

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