

HERCULES OFFSHORE, INC.  
Form 8-K  
March 30, 2015

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): March 25, 2015

HERCULES OFFSHORE, INC.  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 0-51582<br>(Commission File Number) | 56-2542838<br>(I.R.S. Employer<br>Identification No.) |
|---|-------------------------------------|---|

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|--|---------------------|
| 9 Greenway Plaza, Suite 2200<br>Houston, Texas<br>(Address of principal executive offices) | 77046<br>(Zip Code) |
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Registrant's telephone number, including area code: (713) 350-5100

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))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On March 25, 2015, Hercules Offshore, Inc. (the "Company") received a letter from The NASDAQ Stock Market ("Nasdaq") notifying the Company that, for 30 consecutive business days, the bid price for the Company's common stock was below the minimum \$1.00 per share requirement for continued listing on The Nasdaq Global Select Market under Nasdaq Listing Rule 5450(a)(1). The notice does not have an immediate effect on the listing of the Company's common stock, and the Company's common stock will continue to trade on The Nasdaq Global Select Market under the symbol "HERO."

The Company has 180 days, or until September 21, 2015, to regain compliance with the minimum bid price requirement. To regain compliance, the minimum bid price of the Company's common stock must meet or exceed \$1.00 per share for a minimum of ten consecutive business days during the 180-day grace period as determined by Nasdaq staff. In the event the Company receives notice that its common stock is being delisted, Nasdaq rules permit the Company to appeal any delisting determination by the Nasdaq staff to a hearings panel.

The Company actively monitors the price of its common stock and will consider all available options to regain compliance with the continued listing standards.

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SIGNATURE

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.

HERCULES OFFSHORE, INC.

Date: March 30, 2015

By: /s/ Beau M. Thompson  
Beau M. Thompson  
Senior Vice President,  
General Counsel and Secretary

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