

Edgar Filing: Bristow Group Inc - Form SC 13G

Bristow Group Inc
Form SC 13G
March 13, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

BRISTOW GROUP INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

110394103

(CUSIP Number)

MARCH 4, 2019

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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1 NAMES OF REPORTING PERSONS	
ICS Opportunities, Ltd.	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/> o	
(b) <input type="radio"/> p	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Cayman Islands	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER	
-0-	
6 SHARED VOTING POWER	
751,690	
7 SOLE DISPOSITIVE POWER	
-0-	
8 SHARED DISPOSITIVE POWER	
751,690	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
751,690	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
2.1%	

12TYPE OF REPORTING PERSON

CO

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1	
NAMES OF REPORTING PERSONS	
Integrated Assets, Ltd.	
2	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
3	
SEC USE ONLY	
4	
CITIZENSHIP OR PLACE OF ORGANIZATION	
Cayman Islands	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5	
SOLE VOTING POWER	
-0-	
6	
SHARED VOTING POWER	
107,487	
7	
SOLE DISPOSITIVE POWER	
-0-	
8	
SHARED DISPOSITIVE POWER	
107,487	
9	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
107,487	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/>	
11	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.3%	

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1 NAMES OF REPORTING PERSONS	
Millennium International Management LP	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER	
-0-	
6 SHARED VOTING POWER	
859,177	
7 SOLE DISPOSITIVE POWER	
-0-	
8 SHARED DISPOSITIVE POWER	
859,177	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
859,177	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
2.4%	

12TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS	
Millennium Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER	
-0-	
6 SHARED VOTING POWER	
859,177	
7 SOLE DISPOSITIVE POWER	
-0-	
8 SHARED DISPOSITIVE POWER	
859,177	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
859,177	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
2.4%	

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OO

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1 NAMES OF REPORTING PERSONS	
Millennium Group Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER	
-0-	
6 SHARED VOTING POWER	
859,177	
7 SOLE DISPOSITIVE POWER	
-0-	
8 SHARED DISPOSITIVE POWER	
859,177	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
859,177	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
2.4%	

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1	
NAMES OF REPORTING PERSONS	
Israel A. Englander	
2	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
3	
SEC USE ONLY	
4	
CITIZENSHIP OR PLACE OF ORGANIZATION	
United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5	
SOLE VOTING POWER	
-0-	
6	
SHARED VOTING POWER	
859,177	
7	
SOLE DISPOSITIVE POWER	
-0-	
8	
SHARED DISPOSITIVE POWER	
859,177	
9	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
859,177	
10	
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/>	
11	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%

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TYPE OF REPORTING PERSON

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Item 1.

(a)Name of Issuer:

Bristow Group Inc., a Delaware corporation (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

2103 City West Boulevard, 4th Floor
Houston, Texas 77042

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

ICS Opportunities, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Integrated Assets, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

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Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Group Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities:common stock, par value \$0.01 per share ("Common Stock")

(e)CUSIP Number: 110394103

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

As of the close of business on March 4, 2019, the reporting persons and affiliates of the reporting persons beneficially owned an aggregate of 1,866,122 shares of the Issuer's Common Stock or 5.2% of the Issuer's Common Stock outstanding.

Thereafter, as of the close of business on March 12, 2019:

i) ICS Opportunities, Ltd., an exempted company organized under the laws of the Cayman Islands ("ICS Opportunities"), beneficially owned 751,690 shares of the Issuer's Common Stock; and

ii) Integrated Assets, Ltd., an exempted company organized under the laws of the Cayman Islands ("Integrated Assets"), beneficially owned 107,487 shares of the Issuer's Common Stock, which collectively with the other foregoing reporting person represented 859,177 shares of the Issuer's Common Stock or 2.4% of the Issuer's Common Stock outstanding.

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to ICS Opportunities and Integrated Assets and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Integrated Assets.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the 100% shareholder of ICS Opportunities and Integrated Assets and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Integrated Assets.

Millennium Group Management LLC, a Delaware limited liability company ("Millennium Group Management"), is the general partner of Millennium International Management and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Integrated Assets.

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Israel A. Englander, a United States citizen ("Mr. Englander"), controls the managing member of Millennium Group Management and may also be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Integrated Assets.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium Management, Millennium Group Management or Mr. Englander as to beneficial ownership of the securities owned by ICS Opportunities or Integrated Assets, as the case may be.

(b) Percent of Class:

As of the close of business on March 12, 2019, Millennium International Management, Millennium Management, Millennium Group Management and Mr. Englander may be deemed to have beneficially owned 859,177 shares of the Issuer's Common Stock or 2.4% of the Issuer's Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 35,798,185 Common Shares outstanding as of November 2, 2018, as per the Issuer's Form 10-Q dated November 9, 2018.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

859,177 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

859,177 (See Item 4(b))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following p .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of March 12, 2019, by and among ICS Opportunities, Ltd., Integrated Assets, Ltd., Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: March 12, 2019

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin

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Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

/s/ Israel A. Englander
Israel A. Englander

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EXHIBIT I JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.01 per share, of Bristow Group Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: March 12, 2019

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin

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Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

/s/ Israel A. Englander
Israel A. Englander