

OFFSHORE LOGISTICS INC
Form 8-K
February 10, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

February 10, 2005
(Date of earliest event reported)

Offshore Logistics, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-31617
(Commission File Number)

72-0679819
(IRS Employer
Identification No.)

**224 Rue de Jean
P.O. Box 5C,
Lafayette, Louisiana**
(Address of Principal Executive Offices)

70505
(Zip Code)

(337) 233-1221
(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 (*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)

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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 8.01. Other Events. At this time, the Company cannot reasonably estimate how long the filing of its Form 10-Q will be delayed.

On February 10, 2005, Offshore Logistics, Inc. (the Company) announced that it did not timely file its Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2004. The Audit Committee of the Board of Directors of the Company has engaged outside counsel to undertake an internal review of certain payments made in a country in which certain of the Company's affiliated entities operate. The Company does not anticipate that it will be able to file its Form 10-Q until sufficient additional work on the review is completed, including an expanded review to cover operations in other countries. At this time, the Company cannot reasonably estimate how long the filing of its Form 10-Q will be delayed.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
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99.1	Press Release dated February 10, 2005
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Limitation on Materiality.

In accordance with General Instruction B.6 of Form 8-K, the information set forth in Item 8.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

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.

Dated: February 10, 2005

OFFSHORE LOGISTICS, INC.
(Registrant)

/s/ H. Eddy Dupuis

H. Eddy Dupuis
Chief Financial Officer