

Pride SpinCo, Inc.  
Form 10-12B/A  
April 10, 2009

As filed with the Securities and Exchange Commission on April 9, 2009

File No. 001-34231

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

**Amendment No. 2**  
**to**  
**Form 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**PURSUANT TO SECTION 12(B) OR 12(G) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**PRIDE SPINCO, INC.\***  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction*  
*of incorporation or organization)*

**90-0431585**  
*(I.R.S. Employer*  
*Identification No.)*

**5847 San Felipe, Suite 1600**  
**Houston, Texas 77057**  
**(713) 789-1400**  
*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of Each Class Registered**

**Name of Each Exchange on Which Such Class will be Registered**

Common Stock, par value \$.01 per share  
(including the Preferred Stock Purchase  
Rights attached thereto)

**NASDAQ Global Select Market**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

\* The registrant is currently named Pride SpinCo, Inc. Before the effective date of this registration statement, the registrant will change its name to Seahawk Drilling, Inc.

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**INFORMATION INCLUDED IN INFORMATION STATEMENT  
AND INCORPORATED BY REFERENCE IN FORM 10**

**CROSS REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

This Registration Statement on Form 10 (the *Form 10*) incorporates by reference information contained in the information statement filed as Exhibit 99.1 hereto (the *Information Statement*). The cross-reference table below identifies where the items required by Form 10 can be found in the Information Statement.

**ITEM 1. *BUSINESS***

The information required by this item is contained in the sections entitled *Summary*, *Risk Factors*, *Forward-Looking Information*, *The Spin-Off*, *Capitalization*, *Management's Discussion and Analysis of Combined Financial Condition and Results of Operations* and *Business* in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 1A. *RISK FACTORS***

The information required by this item is contained in the sections entitled *Risk Factors* and *Forward-Looking Information* in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 2. *FINANCIAL INFORMATION***

The information required by this item is contained in the sections entitled *Summary*, *Capitalization*, *Selected Historical Combined Financial Information*, *Unaudited Pro Forma Combined Financial Information*, and *Management's Discussion and Analysis of Combined Financial Condition and Results of Operations* in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 3. *PROPERTIES***

The information required by this item is contained in the section entitled *Business Properties* in the Information Statement, and such section of the Information Statement is incorporated herein by reference.

**ITEM 4. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT***

The information required by this item is contained in the section entitled *Management Security Ownership of Executive Officers and Directors* and *Security Ownership of Certain Beneficial Owners* in the Information Statement, and such section of the Information Statement is incorporated herein by reference.

**ITEM 5. *DIRECTORS AND EXECUTIVE OFFICERS***

The information required by this item is contained in the sections entitled *Management Directors and Executive Officers*, *Management Board Structure* and *Management Board Committees* in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 6. *EXECUTIVE COMPENSATION***

The information required by this item is contained in the sections entitled The Spin-Off Treatment of Stock-Based Awards, Management, and Certain Relationships and Related Party Transactions Agreements Between Us and Pride Employee Matters Agreement in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 7. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is contained in the sections entitled Management's Discussion and Analysis of Combined Financial Condition and Results of Operations, Management, and Certain Relationships and Related Party Transactions in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 8. LEGAL PROCEEDINGS**

The information required by this item is contained in the section entitled Business Legal Proceedings in the Information Statement, and such section of the Information Statement is incorporated herein by reference.

**ITEM 9. MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

The information required by this item is contained in the sections entitled Summary, The Spin-Off, Dividend Policy, and Description of Capital Stock, in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 10. RECENT SALES OF UNREGISTERED SECURITIES**

None.

**ITEM 11. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED**

The information required by this item is contained in the sections entitled The Spin-Off, Dividend Policy, and Description of Capital Stock in the Information Statement, and such sections of the Information Statement are incorporated herein by reference.

**ITEM 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The information required by this item is contained in the section entitled Indemnification of Directors and Officers in the Information Statement, and such section of the Information Statement is incorporated herein by reference.

**ITEM 13. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The information required by this item is contained in the section entitled Index to Financial Statements in the Information Statement, and such section of the Information Statement is incorporated herein by reference.

**ITEM 14. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 15. FINANCIAL STATEMENTS AND EXHIBITS**

(a) *Financial Statements.* The information required by this item is contained in Index to Financial Statements, and such section of the Information Statement is incorporated by reference herein.

(b) *Exhibits.* The following exhibits are furnished as exhibits hereto:

| <b>Exhibit<br/>Number</b> | <b>Description</b>                            |
|---------------------------|---|
| 2.1*                      | Form of Master Separation Agreement           |
| 3.1**                     | Form of Restated Certificate of Incorporation |
| 3.2**                     | Form of Bylaws                                |
| 3.3**                     | Form of Rights Agreement                      |
| 10.1*                     | Form of Transition Services Agreement         |
| 10.2*                     | Form of Tax Sharing Agreement                 |
| 10.3*                     | Form of Employee Matters Agreement            |
| 10.4 ***                  | Randall D. Stillely Employment Agreement      |
| 10.5 ***                  | Steven A. Manz Employment Agreement           |
| 10.6 ***                  | Alejandro Cestero Employment Agreement        |
| 10.7 ***                  | Oscar A. German Employment Agreement          |
| 10.8 *                    | 2009 Long-Term Incentive Plan                 |
| 21.1**                    | List of subsidiaries of the registrant        |
| 99.1**                    | Preliminary Information Statement             |

\* To be filed by amendment.

\*\* Filed herewith.

\*\*\* Previously filed.

Compensatory plan or agreement.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on April 9, 2009.

**PRIDE SPINCO, INC.**

By: /s/ Randall D. Stilley

Randall D. Stilley  
President and Chief Executive Officer

**INDEX TO EXHIBITS**

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