

Willbros Group, Inc.\NEW\
Form 4
July 14, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
INFRASTRUX HOLDINGS, LLC

2. Issuer Name and Ticker or Trading Symbol
Willbros Group, Inc.\NEW\ [WG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/12/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O TENASKA CAPITAL MANAGEMENT, LLC, 14302 FNB PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

OMAHA, NE 68154

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 07/12/2017 | | J ⁽¹⁾ | 8,083,235 D | \$ 0 (1) 60,730 | D | |
| Common Stock | 07/12/2017 | | J ⁽¹⁾ | 394,176 A | \$ 0 (1) 394,176 | I | By Tenaska Power Fund, L.P. |
| Common Stock | 07/12/2017 | | J ⁽¹⁾ | 13,063 A | \$ 0 (1) 13,063 | I | By Tenaska PF G, LLC |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INFRASTRUX HOLDINGS, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 14302 FNB PARKWAY OMAHA, NE 68154 | | X | | |
| TENASKA POWER FUND, LP C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154 | | X | | |
| TENASKA PF G, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154 | | X | | |
| TPF INFRASTRUX HOLDINGS, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154 | | X | | |

Signatures

| | |
|---|------------|
| David Dickey, Vice President & General Counsel, Tenaska PF G, LLC, General Partner of Tenaska Power Fund, L.P., Manager of INFRASTRUX HOLDINGS, LLC | 07/14/2017 |
| __Signature of Reporting Person | Date |
| David Dickey, Vice President & General Counsel, Tenaska PF G, LLC, General Partner of Tenaska Power Fund, L.P., Manager of TPF INFRASTRUX HOLDINGS, LLC | 07/14/2017 |
| __Signature of Reporting Person | Date |
| David Dickey, Vice President & General Counsel, Tenaska PF G, LLC, General Partner of Tenaska Power Fund, L.P. | 07/14/2017 |
| __Signature of Reporting Person | Date |
| David Dickey, Vice President & General Counsel, Tenaska PF G, LLC | 07/14/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares were disposed of, or acquired, as applicable, pursuant to a distribution-in-kind to the partners of Tenaska Power Fund, L.P. ("TPF"), with TPF retaining ownership of shares for which the distribution was declined. TPF is the sole owner of TPF InfrastruX

- (1) Holdings, LLC ("TPF Holdings") and the manager of InfrastruX Holdings, LLC ("IF Holdings"). TPF Holdings is the majority owner of IF Holdings. Tenaska PF G, LLC is a general partner of TPF. IF Holdings is the owner of the shares reported as disposed of herein. All other reporting persons disclaim beneficial ownership of shares reported hereby, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.