

SUPERIOR ENERGY SERVICES INC  
Form 8-K  
April 05, 2012

**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 30, 2012

**SUPERIOR ENERGY SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**001-34037**  
(Commission File Number)

**75-2379388**  
(IRS Employer Identification No.)

**11000 Equity Drive, Suite 300, Houston, Texas**  
(Address of principal executive offices)  
**(281) 999-0047**

**77041**  
(Zip Code)

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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- 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 2.01 Completion of Acquisition or Disposition of Assets.**

On March 30, 2012, Superior Energy Services, Inc. (the Company) completed the previously announced sale of 18 liftboats and related assets, constituting all of the assets comprising the Company's marine segment, to subsidiaries of SEACOR Holdings, Inc. In consideration of the sale of these assets, the Company received cash proceeds of \$134 million, plus an amount equal to the working capital conveyed to the buyers.

For reporting purposes, the results of operations of the Company's marine segment will be included as income from discontinued operations in the Company's first quarter 2012 results.

Pro forma financial information with respect to the sale is provided in Item 9.01 of this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(b) Pro Forma Financial Information.

**SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES**

**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

The following unaudited condensed consolidated pro forma financial information is based upon the historical financial statements of Superior Energy Services, Inc. and its consolidated subsidiaries (Superior), adjusted to reflect the disposition of its 18 liftboats and related assets, which constitutes all of the assets comprising the marine segment.

The following unaudited condensed consolidated pro forma financial information of Superior should be read in conjunction with the related notes and with the historical consolidated financial statements of Superior and the related notes included in previous filings with the Securities and Exchange Commission. The unaudited condensed pro forma consolidated balance sheet reflects the disposition of the marine segment as if it occurred on December 31, 2011 while the unaudited condensed pro forma statements of consolidated income give effect to the disposition as if it occurred on January 1, 2009. The pro forma adjustments, described in the related notes, are based on the best available information and certain assumptions that Superior's management believes are reasonable.

The unaudited condensed consolidated pro forma financial information is presented for illustrative purposes only and does not purport to be indicative of the operating results or financial position that would have occurred if the transaction described above had occurred as presented in such statements. In addition, future results may vary significantly from the results reflected in such statements. For example, this financial information does not reflect any potential earnings or other impacts from the use of the proceeds from the disposition or cost reductions of previously allocated corporate costs and potential subsequent restructuring charges.

## SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

December 31, 2011

(in thousands)

|   | Superior<br>Historical | Marine<br>Division<br>Historical | Pro Forma<br>Consolidated |
|---|------------------------|----------------------------------|---------------------------|
| <b>ASSETS</b>                                     |                        |                                  |                           |
| Current assets:                                   |                        |                                  |                           |
| Cash and cash equivalents                         | \$ 80,274              | \$ 124,148 (a)                   | \$ 204,422                |
| Accounts receivable, net                          | 540,602                | (13,395)(b)                      | 527,207                   |
| Prepaid Expenses                                  | 34,037                 |                                  | 34,037                    |
| Inventory and other current assets                | 228,309                |                                  | 228,309                   |
| <b>Total current assets</b>                       | <b>883,222</b>         | <b>110,753</b>                   | <b>993,975</b>            |
| Property, plant and equipment, net                | 1,507,368              | (134,000)(b)                     | 1,373,368                 |
| Goodwill  | 581,379                |                                  | 581,379                   |
| Notes receivable                                  | 73,568                 |                                  | 73,568                    |
| Equity-method investments                         | 72,472                 |                                  | 72,472                    |
| Intangible and other long-term assets, net        | 930,136                | (3,874)(b)                       | 926,262                   |
| <b>Total assets</b>                               | <b>\$ 4,048,145</b>    | <b>\$ (27,121)</b>               | <b>\$ 4,021,024</b>       |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>       |                        |                                  |                           |
| Current liabilities:                              |                        |                                  |                           |
| Accounts payable                                  | \$ 178,645             | \$ 887 (b)                       | \$ 179,532                |
| Accrued expenses                                  | 197,574                | (4,070)(b)                       | 193,504                   |
| Income taxes payable                              | 717                    | 40,447 (b)                       | 41,164                    |
| Deferred income taxes                             | 831                    |                                  | 831                       |
| Current portion of decommissioning liabilities    | 14,956                 |                                  | 14,956                    |
| Current maturities of long-term debt              | 810                    | (810)(c)                         |                           |
| <b>Total current liabilities</b>                  | <b>393,533</b>         | <b>36,454</b>                    | <b>429,987</b>            |
| Deferred income taxes                             | 297,458                | (44,606)(b)                      | 252,852                   |
| Decommissioning liabilities                       | 108,220                |                                  | 108,220                   |
| Long-term debt                                    | 1,685,087              | (11,736)(c)                      | 1,673,351                 |
| Other long-term liabilities                       | 110,248                |                                  | 110,248                   |
| Stockholders' equity:                             |                        |                                  |                           |
| Common stock                                      | 80                     |                                  | 80                        |
| Additional paid in capital                        | 447,007                |                                  | 447,007                   |
| Accumulated other comprehensive loss, net         | (26,936)               |                                  | (26,936)                  |
| Retained earnings                                 | 1,033,448              | (7,233)(d)                       | 1,026,215                 |
| <b>Total stockholders' equity</b>                 | <b>1,453,599</b>       | <b>(7,233)</b>                   | <b>1,446,366</b>          |
| <b>Total liabilities and stockholders' equity</b> | <b>\$ 4,048,145</b>    | <b>\$ (27,121)</b>               | <b>\$ 4,021,024</b>       |

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See accompanying notes to unaudited pro forma condensed consolidated financial information.

## SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 2011

(in thousands, except per share data)

|  | Superior<br>Historical | Marine<br>Division<br>Historical (e) | Pro Forma<br>Consolidated |
|--|------------------------|--------------------------------------|---------------------------|
| Revenues   | \$ 2,070,166           | \$ (91,231)                          | \$ 1,978,935              |
| Cost and expenses:   |                        |                                      |                           |
| Cost of services (exclusive of items shown separately below)         | 1,118,003              | (64,788)                             | 1,053,215                 |
| Depreciation, depletion, amortization and accretion                  | 257,313                | (10,858)                             | 246,455                   |
| General and administrative expenses                                  | 383,567                | (6,047)                              | 377,520                   |
| Reduction in value of assets   | 46,096                 | (46,096)                             |                           |
| Gain on sale of businesses   | 8,558                  | (8,558)                              |                           |
| Income from operations   | 273,745                | 28,000                               | 301,745                   |
| Other income (expense):  |                        |                                      |                           |
| Interest expense, net  | (68,439)               | 850                                  | (67,589)                  |
| Earnings in equity-method investments, net                           | 16,394                 |                                      | 16,394                    |
| Income before income taxes   | 221,700                | 28,850                               | 250,550                   |
| Income taxes   | 79,146                 | 8,681                                | 87,827                    |
| Net income   | \$ 142,554             | \$ 20,169                            | \$ 162,723                |
| Basic earnings per share:  | \$ 1.79                |                                      | \$ 2.04                   |
| Diluted earnings per share:  | \$ 1.76                |                                      | \$ 2.01                   |
| Weighted average common shares used in computing earnings per share: |                        |                                      |                           |
| Basic  | 79,654                 |                                      | 79,654                    |
| Incremental common shares from stock-based compensation              | 1,441                  |                                      | 1,441                     |
|  | 81,095                 |                                      | 81,095                    |

See accompanying notes to unaudited pro forma condensed consolidated financial information.

## SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 2010

(in thousands, except per share data)

|  | Superior<br>Historical | Marine<br>Division<br>Historical (e) | Pro Forma<br>Consolidated |
|--|------------------------|--------------------------------------|---------------------------|
| Revenues   | \$ 1,681,616           | \$ (94,247)                          | \$ 1,587,369              |
| Cost and expenses:   |                        |                                      |                           |
| Cost of services (exclusive of items shown separately below)         | 918,713                | (66,813)                             | 851,900                   |
| Depreciation, depletion, amortization and accretion                  | 220,835                | (10,760)                             | 210,075                   |
| General and administrative expenses                                  | 342,881                | (9,468)                              | 333,413                   |
| Reduction in value of assets   | 32,004                 | (32,004)                             |                           |
| Gain on sale of businesses   | 1,083                  | (1,083)                              |                           |
| Income from operations   | 168,266                | 23,715                               | 191,981                   |
| Other income (expense):  |                        |                                      |                           |
| Interest expense, net  | (51,409)               | 888                                  | (50,521)                  |
| Earnings in equity-method investments, net                           | 8,245                  |                                      | 8,245                     |
| Income before income taxes   | 125,102                | 24,603                               | 149,705                   |
| Income taxes   | 43,285                 | 8,689                                | 51,974                    |
| Net income   | \$ 81,817              | \$ 15,914                            | \$ 97,731                 |
| Basic earnings per share:  | \$ 1.04                |                                      | \$ 1.24                   |
| Diluted earnings per share:  | \$ 1.03                |                                      | \$ 1.23                   |
| Weighted average common shares used in computing earnings per share: |                        |                                      |                           |
| Basic  | 78,758                 |                                      | 78,758                    |
| Incremental common shares from stock-based compensation              | 976                    |                                      | 976                       |
|  | 79,734                 |                                      | 79,734                    |

See accompanying notes to unaudited pro forma condensed consolidated financial information.



## SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 2009

(in thousands, except per share data)

|  | Superior<br>Historical | Marine<br>Division<br>Historical (e) | Pro Forma<br>Consolidated |
|--|------------------------|--------------------------------------|---------------------------|
| Revenues   | \$ 1,449,300           | \$ (103,089)                         | \$ 1,346,211              |
| Cost and expenses:   |                        |                                      |                           |
| Cost of services (exclusive of items shown separately below)     | 824,034                | (64,116)                             | 759,918                   |
| Depreciation, depletion, amortization and accretion              | 207,114                | (11,467)                             | 195,647                   |
| General and administrative expenses                              | 259,093                | (15,550)                             | 243,543                   |
| Reduction in value of assets                                     | 212,527                |                                      | 212,527                   |
| Gain on sale of businesses                                       | 2,084                  | (2,084)                              |                           |
| Loss from operations   | (51,384)               | (14,040)                             | (65,424)                  |
| Other income (expense):  |                        |                                      |                           |
| Interest expense, net  | (49,409)               | 1,204                                | (48,205)                  |
| Losses in equity-method investments, net                         | (22,600)               |                                      | (22,600)                  |
| Reduction in value of equity-method investments                  | (36,486)               |                                      | (36,486)                  |
| Loss before income taxes   | (159,879)              | (12,836)                             | (172,715)                 |
| Income taxes   | (57,556)               | (4,826)                              | (62,382)                  |
| Net loss   | \$ (102,323)           | \$ (8,010)                           | \$ (110,333)              |
| Basic loss per share:  | \$ (1.31)              |                                      | \$ (1.41)                 |
| Diluted loss per share:  | \$ (1.31)              |                                      | \$ (1.41)                 |
| Weighted average common shares used in computing loss per share: |                        |                                      |                           |
| Basic  | 78,171                 |                                      | 78,171                    |
| Incremental common shares from stock-based compensation          |                        |                                      |                           |
|  | 78,171                 |                                      | 78,171                    |

See accompanying notes to unaudited pro forma condensed consolidated financial information.

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**SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES**
**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

- (a) To reflect the cash received for the disposition of the marine segment, the payment of the transaction costs and the payment of the U.S. Government guaranteed long-term financing under Title XI of the Merchant Marine Act of 1936, which is administered by the Maritime Administration, for two liftboats.

|   |          |
|---|----------|
| Selling price.                                | 134,000  |
| Working capital                               | 8,494    |
| Transaction-related costs                     | (1,144)  |
| Payment of outstanding debt and breakage fees | (17,202) |
|   | 124,148  |

- (b) To reflect the disposition of the marine segment specified balance sheet accounts (primarily fixed assets and working capital accounts) as set forth in the asset purchase agreement dated February 22, 2012, the final amount of which will be determined subsequent to closing. The adjustments also reflect the accrual of estimated taxes of \$40.4 million, costs of \$2.5 million related to severance packages and a loss from early extinguishment of debt.
- (c) To reflect the payment of \$12.5 million related to U.S. Government guaranteed long-term financing under Title XI of the Merchant Marine Act of 1936, which is administered by the Maritime Administration, for two liftboats.
- (d) To reflect additional estimated losses, net of tax, at the time of sale of approximately \$7.2 million from the disposition of the marine segment. This loss does not include the reduction in value of assets that was recorded in the fourth quarter of 2011 of \$46.1 million to approximate the fair market value of the marine segment as of December 31, 2011.
- (e) To reflect the removal of the operating results of the marine segment as if the transaction occurred on January 1, 2009. For the purposes of this unaudited pro forma condensed consolidated financial information, estimated tax rates of 30.1%, 35.3% and 37.6% have been used for the twelve months ended December 31, 2011, 2010 and 2009, respectively. The estimated income tax rates are based on applicable enacted statutory tax rates for the periods referenced above.

**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.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ Robert S. Taylor  
Robert S. Taylor

Chief Financial Officer

Dated: April 5, 2012