

TODCO
Form S-1MEF
September 16, 2004

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As filed with the Securities and Exchange Commission on September 16, 2004.

Registration No. 333-_____

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

Form S-1

Registration Statement Under the Securities Act of 1933

TODCO

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1381
(Primary Standard Industrial
Classification Code Number)

76-0544217
(I.R.S. Employer
Identification Number)

**2000 W. Sam Houston Parkway South
Suite 800
Houston, Texas 77042
(713) 278-6000**

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

**T. Scott O Keefe
2000 W. Sam Houston Parkway South
Suite 800
Houston, Texas 77042
(713) 278-6000**

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

**Gene J. Oshman
John D. Geddes
Baker Botts L.L.P.
910 Louisiana
One Shell Plaza
Houston, Texas 77002-4995**

**Alan J. Sinsheimer, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York
10004-2498
(212) 558-4000**

(713) 229-1234

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-117888

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

CALCULATION OF REGISTRATION FEE

Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee
Class A common stock(4)	2,955,873	\$15.75	\$46,555,000	\$5,899

(1) Includes shares issuable upon exercise of the underwriters' over-allotment option.

(2) Based on the public offering price.

(3) The Registrant previously paid registration fees of \$29,901 under a Registration Statement on Form S-1 (Registration No. 333-117888) with respect to shares having a proposed maximum aggregate offering price of \$236,000,000.

(4) Each share of our Class A common stock includes an associated preferred stock purchase right.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of

1933 or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

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EXPLANATORY NOTE

This Registration Statement relates to the Registrant's Registration Statement on Form S-1 (Registration No. 333-117888) (as amended, the Prior Registration Statement) and is being filed pursuant to General Instruction V. of Form S-1 and Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Prior Registration Statement are incorporated by reference into, and shall be deemed a part of, this Registration Statement.

CERTIFICATION

The Company hereby certifies to the Commission that (i) Transocean Inc., a company organized under the law of the Cayman Islands (Transocean), has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on September 16, 2004), (ii) Transocean will not revoke such instructions, (iii) Transocean has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) Transocean will confirm receipt of such instructions by the bank during regular business hours on September 16, 2004.

PART II

ITEM 16. Exhibits and Financial Statement Schedules

All exhibits filed with or incorporated by reference in the Prior Registration Statement are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement. In addition, the following exhibits are filed herewith:

(a) The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description
Exhibit 5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered
Exhibit 23.1	Consent of Ernst & Young LLP
Exhibit 23.2	Consent of Baker Botts L.L.P. (contained in Exhibit 5.1)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas, on the 15th day of September, 2004.

TODCO

By: /s/ Jan Rask
 Jan Rask
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on September 15, 2004.

Signature	Title
<u>/s/ Jan Rask</u> Jan Rask	Director, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ T. Scott O Keefe</u> T. Scott O Keefe	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Dale W. Wilhelm</u> Dale W. Wilhelm	Vice President and Controller (Principal Accounting Officer)
<u>*</u>	Director
<u>Thomas N. Amonett</u>	
<u>*</u>	Director
<u>R. Don Cash</u>	
<u>*</u>	Director
<u>Gregory L. Cauthen</u>	
<u>*</u>	Director
<u>Thomas M Hamilton</u>	
<u>*</u>	Director

Thomas R. Hix

*

Director

Arthur Lindenauer

*

Director

Robert L. Long

*

Director

J. Michael Talbert

*By /s/ Dale W. Wilhelm

Dale W. Wilhelm
(Attorney-in-Fact)

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