

HERCULES OFFSHORE, INC.

Form 10-Q

October 23, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 0-51582

HERCULES OFFSHORE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

56-2542838

(I.R.S. Employer  
Identification No.)

9 Greenway Plaza, Suite 2200

Houston, Texas

(Address of principal executive offices)

(713) 350-5100

(Registrant's telephone number, including area code)

77046

(Zip Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, par value \$0.01 per share	Outstanding as of October 20, 2014 160,812,702
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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(In thousands, except par value)

	September 30, 2014 (Unaudited)	December 31, 2013
<b>ASSETS</b>		
Current Assets:		
Cash and Cash Equivalents	\$ 192,053	\$ 198,406
Accounts Receivable, Net	206,428	220,139
Prepays	31,196	20,395
Current Deferred Tax Asset	10,876	10,876
Other	5,026	17,363
	445,579	467,179
Property and Equipment, Net	1,720,584	1,808,526
Other Assets, Net	25,451	25,743
	\$ 2,191,614	\$ 2,301,448
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable	\$ 67,121	\$ 80,018
Accrued Liabilities	71,410	81,500
Interest Payable	39,416	33,067
Insurance Notes Payable	—	9,568
Other Current Liabilities	14,160	35,735
	192,107	239,888
Long-term Debt	1,210,857	1,210,676
Deferred Income Taxes	14,497	14,452
Other Liabilities	6,742	12,732
Commitments and Contingencies		
Stockholders' Equity:		
Common Stock, \$0.01 Par Value; 300,000 Shares Authorized; 163,532 and 162,144 Shares Issued, Respectively; 160,813 and 159,761 Shares Outstanding, Respectively	1,635	1,621
Capital in Excess of Par Value	2,178,095	2,170,811
Treasury Stock, at Cost, 2,719 and 2,383 Shares, Respectively	(56,761 )	(55,165 )
Retained Deficit	(1,355,558 )	(1,293,567 )
	767,411	823,700
	\$ 2,191,614	\$ 2,301,448

The accompanying notes are an integral part of these financial statements.

Table of ContentsHERCULES OFFSHORE, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenue	\$221,884	\$225,308	\$721,581	\$622,959
Costs and Expenses:				
Operating Expenses	146,297	122,728	413,774	355,539
Asset Impairment	82,507	—	82,507	—
Depreciation and Amortization	44,319	38,040	128,072	110,906
General and Administrative	19,659	19,284	60,405	59,821
	292,782	180,052	684,758	526,266
Operating Income (Loss)	(70,898 )	45,256	36,823	96,693
Other Income (Expense):				
Interest Expense	(25,194 )	(19,360 )	(74,164 )	(54,495 )
Loss on Extinguishment of Debt	—	—	(19,925 )	—
Gain on Equity Investment	—	—	—	14,876
Other, Net	(168 )	(337 )	196	(1,652 )
Income (Loss) Before Income Taxes	(96,260 )	25,559	(57,070 )	55,422
Income Tax Benefit (Provision)	7,707	(8,400 )	(4,921 )	18,609
Income (Loss) from Continuing Operations	(88,553 )	17,159	(61,991 )	74,031
Income (Loss) from Discontinued Operations, Net of Taxes	—	8,093	—	(40,996 )
Net Income (Loss)	(88,553 )	25,252	(61,991 )	33,035
Loss attributable to Noncontrolling Interest	—	21	—	39
Net Income (Loss) attributable to Hercules Offshore, Inc.	\$(88,553 )	\$25,273	\$(61,991 )	\$33,074
Net Income (Loss) attributable to Hercules Offshore, Inc. Per share:				
Basic:				
Income (Loss) from Continuing Operations	\$(0.55 )	\$0.11	\$(0.39 )	\$0.46
Income (Loss) from Discontinued Operations	—	0.05	—	(0.25 )
Net Income (Loss)	\$(0.55 )	\$0.16	\$(0.39 )	\$0.21
Diluted:				
Income (Loss) from Continuing Operations	\$(0.55 )	\$0.11	\$(0.39 )	\$0.46
Income (Loss) from Discontinued Operations	—	0.05	—	(0.26 )
Net Income (Loss)	\$(0.55 )	\$0.16	\$(0.39 )	\$0.20
Weighted Average Shares Outstanding:				
Basic	160,794	159,743	160,526	159,416
Diluted	160,794	161,851	160,526	161,472

The accompanying notes are an integral part of these financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2014	2013
Cash Flows from Operating Activities:		
Net Income (Loss)	\$(61,991	) \$33,074
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	128,072	121,804
Stock-Based Compensation Expense	7,153	7,464
Deferred Income Taxes	(5,573	) (29,792
Provision for Doubtful Accounts Receivable	6,319	356
Gain on Disposal of Assets, Net	(22,623	) (3,140
Asset Impairment	82,507	44,370
Gain on Equity Investment	—	(14,876
Other	4,858	4,667
(Increase) Decrease in Operating Assets -		
Accounts Receivable	7,392	(21,030
Prepaid Expenses and Other	(7,972	) 10,078
Increase (Decrease) in Operating Liabilities -		
Accounts Payable	(12,897	) 23,165
Insurance Notes Payable	(9,568	) (21,855
Other Current Liabilities	(22,967	) 20,126
Other Liabilities	(6,005	) 4,992
Net Cash Provided by Operating Activities	86,705	179,403
Cash Flows from Investing Activities:		
Acquisition of Assets, Net of Cash Acquired	—	(200,957
Capital Expenditures	(134,610	) (314,654
Insurance Proceeds Received	9,067	1,430
Proceeds from Sale of Assets, Net	35,109	107,404
Other	1,145	2,214
Net Cash Used in Investing Activities	(89,289	) (404,563
Cash Flows from Financing Activities:		
Long-term Debt Borrowings	300,000	400,000
Redemption of 7.125% Senior Secured Notes	(300,000	) —
Redemption of 3.375% Convertible Senior Notes	—	(61,274
Payment of Debt Issuance Costs	(3,914	) (8,208
Other	145	1,288
Net Cash Provided by (Used in) Financing Activities	(3,769	) 331,806
Net Increase (Decrease) in Cash and Cash Equivalents	(6,353	) 106,646
Cash and Cash Equivalents at Beginning of Period	198,406	259,193
Cash and Cash Equivalents at End of Period	\$192,053	\$365,839

The accompanying notes are an integral part of these financial statements.



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HERCULES OFFSHORE, INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 UNAUDITED

## 1. General

Hercules Offshore, Inc., a Delaware corporation, and its majority owned subsidiaries (the "Company") provide shallow-water drilling and marine services to the oil and natural gas exploration and production industry globally through its Domestic Offshore, International Offshore and International Liftboats segments (See Note 10). At September 30, 2014, the Company operated a fleet of 33 jackup rigs, including one rig under construction, and 24 liftboat vessels. The Company's diverse fleet is capable of providing services such as oil and gas exploration and development drilling, well service, platform inspection, maintenance and decommissioning operations in several key shallow-water provinces around the world.

The consolidated financial statements of the Company are unaudited; however, they include all adjustments of a normal recurring nature which, in the opinion of management, are necessary for a fair presentation. Certain information relating to the Company's organization and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted in this Form 10-Q pursuant to Securities and Exchange Commission rules and regulations. These financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2013 and the notes thereto included in the Company's Annual Report on Form 10-K. The results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of the results expected for the full year.

## Drilling Contract Award and Rig Construction Contract

In May 2014, the Company signed a five-year drilling contract with Maersk Oil North Sea UK Limited for a newbuild jackup rig, Hercules Highlander, the Company will own and operate. Contract commencement is expected in mid-2016. In support of the drilling contract, in May 2014, the Company signed a rig construction contract with Jurong Shipyard Pte Ltd ("JSL") in Singapore. This High Specification, Harsh Environment (HSHE) newbuild rig is based on the Friede & Goldman JU-2000E design, with a 400 foot water depth rating and enhancements that will provide for greater load-bearing capabilities and operational flexibility. The rig is expected to be delivered in April 2016 (See Note 11).

## 2. Supplemental Financial Information

## Consolidated Balance Sheet Information

Other current liabilities consisted of the following:

	September 30, 2014	December 31, 2013
	(in thousands)	
Other Current Liabilities:		
Deferred Revenue - Current Portion	\$10,448	\$21,480
Other	3,712	14,255
	\$14,160	\$35,735



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## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

## UNAUDITED

## Equity

Changes in equity during the nine months ended September 30, 2013 are presented below:

	Stockholders' Equity (in thousands)	Noncontrolling Interest	Total Equity
Balance at December 31, 2012	\$882,762	\$—	\$882,762
Net Income (Loss)	33,074	(39	) 33,035
Acquisition of Interest in Discovery	—	26,448	26,448
Acquisition of Noncontrolling Interest in Discovery	(39	) (26,409	) (26,448
Compensation Expense Recognized	7,464	—	7,464
Repurchase of Common Stock	(2,044	) —	(2,044
Excess Tax Benefit, Net from Stock-Based Arrangements	842	—	842
Other	313	—	313
Balance at September 30, 2013	\$922,372	\$—	\$922,372

## 3. Earnings Per Share

The reconciliation of the numerators and denominators used for the computation of basic and diluted earnings per share is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(in thousands)			
Numerator:				
Income (loss) from continuing operations	\$(88,553	) \$17,159	\$(61,991	) \$74,031
Less: Loss attributable to noncontrolling interest	—	21	—	39
Adjusted income (loss) from continuing operations	(88,553	) 17,180	(61,991	) 74,070
Income (loss) from discontinued operations, net of taxes	—	8,093	—	(40,996
Net income (loss) attributable to Hercules Offshore, Inc.	\$(88,553	) \$25,273	\$(61,991	) \$33,074
Denominator:				
Weighted average basic shares	160,794	159,743	160,526	159,416
Add effect of stock equivalents	—	2,108	—	2,056
Weighted average diluted shares	160,794	161,851	160,526	161,472

The Company calculates basic earnings per share by dividing both income from continuing operations and net income attributable to Hercules Offshore, Inc. by the weighted average number of shares outstanding. Diluted earnings per share is computed by dividing both income from continuing operations and net income attributable to Hercules Offshore, Inc. by the weighted average number of shares outstanding during the period as adjusted for the dilutive effect of the Company's stock options, time-based restricted stock and performance-based restricted stock awards. The effect of stock option and restricted stock awards is not included in the computation for periods in which a net loss occurs, because to do so would be anti-dilutive. The Company's diluted earnings per share calculation for the three and nine months ended September 30, 2014 excludes 6.8 million and 6.7 million stock equivalents, respectively, that would have potentially been included if the Company had generated income from continuing operations and net income attributable to Hercules Offshore, Inc for the respective period, but are excluded as the Company generated a loss from continuing operations and net loss during the respective period. The Company's diluted earnings per share calculation excludes 0.8 million and 0.9 million stock equivalents for the three and nine months ended September 30, 2013, respectively, due to their anti-dilutive effect.



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## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

## UNAUDITED

## 4. Business Combination and Asset Acquisitions

Prior to June 24, 2013, the Company held a 32% equity investment in Discovery Offshore S.A. ("Discovery"). On June 24, 2013 (the "Acquisition Date"), the Company acquired an additional 52% interest to bring the total interest held to 84% ("Discovery Transaction") and began consolidating Discovery's results of operations from that date. The Company recognized a \$14.9 million gain, included in Gain on Equity Investment in the Consolidated Statement of Operations for the nine months ended September 30, 2013, as a result of remeasuring its 32% equity interest in Discovery at its fair value as of the Acquisition Date in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 805, Business Combinations. The Company holds a 100% interest in Discovery as a result of additional purchases of shares of Discovery common stock in the third quarter of 2013.

The unaudited pro forma financial information set forth below has been compiled from historical financial statements as recast for the Company's discontinued operations and other information, but is not necessarily indicative of the results that actually would have been achieved had the transaction occurred at the date indicated or that may be achieved in the future:

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013	
	(in millions, except per share data)		
Revenue	\$224.0	\$615.4	
Income from Continuing Operations	\$17.4	\$60.5	
Income (Loss) from Discontinued Operations, Net of Taxes	8.1	(41.0	)
Net Income	25.5	19.5	
Loss attributable to Noncontrolling Interest	—	—	
Net Income attributable to Hercules Offshore, Inc.	\$25.5	\$19.5	

## Net Income attributable to Hercules Offshore, Inc. Per Share:

## Basic:

Income from Continuing Operations	\$0.11	\$0.38	
Income (Loss) from Discontinued Operations	0.05	(0.26	)
Net Income	\$0.16	\$0.12	

## Diluted:

Income from Continuing Operations	\$0.11	\$0.37	
Income (Loss) from Discontinued Operations	0.05	(0.25	)
Net Income	\$0.16	\$0.12	

The amount of revenue and net loss of Discovery included in the Consolidated Statements of Operations for the three and nine months ended September 30, 2013 is as follows:

	Three Months Ended September 30, 2013	June 24, 2013 through September 30, 2013	
	(in millions)		
Revenue	\$—	\$—	
Net Loss	(1.8	) (1.9	)

In March 2013, the Company acquired the offshore drilling rig Hercules 267 for \$55.0 million and the liftboat Bull Ray for \$42.0 million.



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## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

## UNAUDITED

## 5. Dispositions and Discontinued Operations

From time to time the Company enters into agreements to sell assets. The following table provides information related to the sale of several of the Company's assets, excluding other miscellaneous asset sales that occur in the normal course of business, during the nine months ended September 30, 2014 and 2013.

Asset	Segment	Period of Sale	Proceeds (in thousands)	Gain/(Loss)
2014:				
Hercules 258 (a)	International Offshore	April 2014	\$ 12,000	\$ 10,526
Hercules 2002 (a)	Domestic Offshore	April 2014	1,750	470
Hercules 250 (a)	Domestic Offshore	June 2014	8,450	6,883
Hercules 2003 (b)	Domestic Offshore	August 2014	1,750	500
Hercules 2500 (b)	Domestic Offshore	August 2014	6,000	4,680
Hercules 156 (b)	International Offshore	September 2014	3,100	(439)
			\$ 33,050	\$ 22,620
2013:				
Various (c) (d)	Domestic Liftboats	July 2013	\$ 54,447	\$—
Various (d) (e)	Inland	July 2013	44,331	—
Hercules 27 (d)	Inland	August 2013	5,149	4,834
			\$ 103,927	\$ 4,834

(a) These gains are included in Operating Expenses on the Consolidated Statement of Operations for the nine months ended September 30, 2014.

(b) These gains (losses) are included in Operating Expenses on the Consolidated Statement of Operations for the three and nine months ended September 30, 2014.

(c) The Company completed the sale of its U.S. Gulf of Mexico liftboats and related assets.

(d) These gains (losses) have been reflected in the Consolidated Statement of Operations for the three and nine months ended September 30, 2013 as discontinued operations.

(e) The Company completed the sale of eleven inland barge rigs and related assets.

Discontinued Operations

In 2013, the Company sold its U.S. Gulf of Mexico liftboats and related assets and additionally sold twelve of its inland barge rigs and related assets, comprising the majority of the Inland segment fleet. These long-lived assets were written down to their fair value less estimated cost to sell, resulting in impairment charges of \$40.9 million (\$40.7 million, net of tax) and \$3.5 million (\$3.5 million, net of tax) which are included in the discontinued operations of the Inland and Domestic Liftboats segments, respectively, for the nine months ended September 30, 2013.

Interest charges have been allocated, based on a pro rata calculation of the net assets sold as compared to the Company's consolidated net assets, to the Inland and Domestic Liftboats segments. Interest allocated to discontinued operations of the Inland segment was \$0.1 million and \$1.4 million for the three and nine months ended September 30, 2013, respectively. Interest allocated to discontinued operations of the Domestic Liftboats segment was \$1.2 million for the nine months ended September 30, 2013.

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## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

## UNAUDITED

Operating results included in discontinued operations were as follows:

	Three Months Ended September 30, 2013 (in thousands)	Nine Months Ended September 30, 2013	
Inland:			
Revenue	\$1,510	\$15,782	
Income (Loss) Before Income Taxes	\$5,192	\$(39,481)	)
Income Tax Benefit	2,397	2,571	
Income (Loss) from Discontinued Operations, Net of Taxes	\$7,589	\$(36,910)	)
Domestic Liftboats:			
Revenue	\$—	\$29,625	
Income (Loss) Before Income Taxes	\$504	\$(4,086)	)
Income Tax Benefit	—	—	
Income (Loss) from Discontinued Operations, Net of Taxes	\$504	\$(4,086)	)
Total:			
Revenue	\$1,510	\$45,407	
Income (Loss) Before Income Taxes	\$5,696	\$(43,567)	)
Income Tax Benefit	2,397	2,571	
Income (Loss) from Discontinued Operations, Net of Taxes	\$8,093	\$(40,996)	)

## 6. Debt

## Senior Secured Credit Agreement

On April 3, 2012, the Company entered into a credit agreement which as amended on July 8, 2013 (the "Credit Agreement") governs its senior secured revolving credit facility (the "Credit Facility"). The Credit Agreement provides for a \$150.0 million senior secured revolving credit facility. As of September 30, 2014, no amounts were outstanding and \$13.5 million in letters of credit had been issued under the Credit Facility, therefore the remaining availability under this facility was \$136.5 million. During any period of time that outstanding letters of credit under the Credit Facility exceed \$10 million or there are any revolving borrowings outstanding under the Credit Facility, the Company will have to maintain compliance with a maximum secured leverage ratio (as defined in the Credit Agreement, being generally computed as the ratio of secured indebtedness to consolidated cash flow). The maximum secured leverage ratio is 3.50 to 1.00. As of September 30, 2014, the Company was in compliance with all covenants under its revolving credit facility.

The Company's obligations under the Credit Agreement are guaranteed by substantially all of the Company's current domestic subsidiaries (collectively, the "Guarantors"), and the obligations of the Company and the Guarantors are secured by liens on substantially all of the vessels owned by the Company and the Guarantors, together with certain accounts receivable, equity of subsidiaries, equipment and other assets.

## 6.75% Senior Notes due 2022

On March 26, 2014, the Company completed the issuance and sale of \$300.0 million aggregate principal amount of senior notes at a coupon rate of 6.75% ("6.75% Senior Notes") with maturity in April 2022. These notes were sold at par and the Company received net proceeds from the offering of the notes of approximately \$294.8 million after deducting bank fees and estimated offering expenses. Interest on the notes will accrue from and including March 26, 2014 at a rate of 6.75% per year and is payable semi-annually in arrears on April 1 and October 1 of each year, beginning October 1, 2014. These notes are guaranteed by each of the Guarantors that guarantee the Company's obligations under its Credit Agreement.

Prior to April 1, 2017, the Company may redeem the notes with the net cash proceeds of certain equity offerings, at a redemption price equal to 106.75% of the aggregate principal amount plus accrued and unpaid interest; provided, that (i) after giving effect to any such redemptions, at least 65% of the notes originally issued would remain outstanding immediately after such redemption and (ii) the Company makes such redemption not more than 180 days after consummation of such equity offering. In addition, prior to April 1, 2017, the Company may redeem all or part of the notes at a price equal to 100% of the

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## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

## UNAUDITED

aggregate principal amount of the notes to be redeemed, plus the applicable premium, as defined in the indenture, and accrued and unpaid interest.

On or after April 1, 2017, the Company may redeem all or part of the notes at the redemption prices set forth below, together with accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period beginning April 1 of the years indicated:

Year	Optional Redemption Price
2017	105.063 %
2018	103.375 %
2019	101.688 %
2020 and thereafter	100.000 %

If the Company experiences certain kinds of changes of control, holders of the notes will be entitled to require the Company to purchase all or any portion of the notes for a cash price equal to 101.0% of the principal amount of the applicable notes, plus accrued and unpaid interest, if any, to the date of purchase. Furthermore, in certain circumstances following an asset sale (as defined in the indenture), the Company may be required to use the excess proceeds to offer to repurchase the notes at an offer price in cash equal to 100% of their principal amount, plus accrued and unpaid interest.

The 6.75% Senior Notes contain other indenture provisions that are similar to the Credit Agreement and the indentures governing the 8.75% Senior Notes, 7.5% Senior Notes and 10.25% Senior Notes.

**Retirement of 7.125% Senior Secured Notes**

In 2012, the Company issued \$300.0 million of senior secured notes at a coupon rate of 7.125% ("7.125% Senior Secured Notes") with maturity in April 2017. On March 12, 2014 the Company commenced a cash tender offer (the "Tender offer") for any and all of the \$300.0 million outstanding aggregate principal amount of its 7.125% Senior Secured Notes. Senior secured notes totaling approximately \$220.1 million were settled on March 26, 2014 for \$232.7 million using a portion of the proceeds from the issuance of the 6.75% Senior Notes. Additionally, on April 29, 2014, the Company redeemed all \$79.9 million of the remaining outstanding 7.125% Senior Secured Notes for approximately \$84.2 million using the remaining net proceeds from the 6.75% Senior Notes offering, together with cash on hand.

**Loss on Extinguishment of Debt**

During the nine months ended September 30, 2014, the Company incurred the following charges which are included in Loss on Extinguishment of Debt in the Consolidated Statement of Operations:

In March 2014, the Company incurred a pretax charge of \$15.2 million, \$15.2 million net of tax, consisting of a \$12.6 million call premium and \$1.4 million of unamortized debt issuance costs related to the redemption of the 7.125% Senior Secured Notes, as well as \$1.1 million of bank fees related to the issuance of the 6.75% Senior Notes.

In April 2014, the Company incurred a pretax charge of \$4.8 million, \$4.8 million net of tax, consisting of a \$4.3 million call premium and \$0.5 million of unamortized debt issuance costs related to the redemption of the remaining 7.125% Senior Secured Notes.

**7. Fair Value Measurements**

Fair value measurements are generally based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's view of market assumptions in the absence of observable market information. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The Company uses the fair value hierarchy included in FASB ASC 820-10, Fair Value Measurements and Disclosure, which is intended to increase consistency and comparability in fair value measurements and related disclosures. The fair value hierarchy consists of the following three levels:



Level 1 — Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 — Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.

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## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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Level 3 — Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The following table represents the Company's assets measured at fair value on a non-recurring basis for which an impairment measurement was made during the nine months ended September 30, 2014:

	Total Fair Value Measurement  (in thousands)	Quoted Prices in Active Markets for Identical Asset or Liability (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gain (Loss)
Property and Equipment, Net (1)	\$6,000	\$ —	\$ —	\$6,000	\$(82,507 )

(1) This represents a non-recurring fair value measurement made at September 30, 2014 for Hercules 202, Hercules 204, Hercules 212 and Hercules 213.

The Company made the decision to remove the Hercules 202, Hercules 204, Hercules 212 and Hercules 213 from its marketable assets into its non-marketable assets as the Company does not reasonably expect to market these rigs in the foreseeable future. This decision resulted in a non-cash impairment charge of approximately \$82.5 million (\$82.5 million, net of tax), which is included in Asset Impairment on the Consolidated Statements of Operations for the three and nine months ended September 30, 2014, to write the rigs down to fair value based on a third party estimate. The financial information for Hercules 202, Hercules 204, Hercules 212 and Hercules 213 have been reported as part of the Domestic Offshore segment.

**Fair Value of Financial Instruments**

The carrying amounts of the Company's financial instruments, which include cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities and other current liabilities, approximate fair values because of the short-term nature of the instruments. The fair value of the Company's cash equivalents are Level 1.

The fair value of the Company's 3.375% Convertible Senior Notes, 8.75% Senior Notes, 7.5% Senior Notes, 6.75% Senior Notes, 10.25% Senior Notes and 7.125% Senior Secured Notes is estimated based on quoted prices in active markets. The fair value of the Company's 7.375% Senior Notes is estimated based on discounted cash flows using inputs from quoted prices in active markets for similar debt instruments. The inputs used to determine fair value are considered Level 2 inputs.

The following table provides the carrying value and fair value of the Company's long-term debt instruments:

	September 30, 2014		December 31, 2013	
	Carrying Value  (in millions)	Fair Value	Carrying Value	Fair Value
8.75% Senior Notes, due July 2021	\$400.0	\$352.0	\$400.0	\$447.5
7.5% Senior Notes, due October 2021	300.0	239.8	300.0	317.3
6.75% Senior Notes, due April 2022	300.0	235.7	—	—
7.125% Senior Secured Notes, due April 2017	—	—	300.0	320.1
10.25% Senior Notes, due April 2019	200.0	191.5	200.0	226.8
3.375% Convertible Senior Notes, due June 2038	7.4	6.6	7.2	7.1
7.375% Senior Notes, due April 2018	3.5	3.1	3.5	3.5

**8. Long-Term Incentive Awards****Stock-based Compensation**

The Company's 2014 Long-Term Incentive Plan (the "2014 Plan"), approved in May 2014 by the Company's stockholders, provides for the granting of stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, performance awards and other stock-based awards to selected employees and non-employee directors of the Company. At September 30, 2014, approximately 6.0 million shares were available for grant or award, including 5.0 million

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additional shares approved for issuance under the 2014 Plan. The Company's 2004 Amended and Restated Long-Term Incentive Plan (the "2004 Plan") remains in effect only as it relates to outstanding awards previously granted under that plan.

During the nine months ended September 30, 2014, the Company granted the following equity awards under the 2004 Plan:

**Time-based awards** — The Company granted 1.2 million time-based restricted stock awards to employees which vest 1/3 per year and 0.2 million time-based restricted stock awards to the Company's Directors which vest on the date of the Company's 2015 Annual Meeting of Stockholders. The grant-date fair value per share for these time-based restricted stock awards is equal to the closing price of the Company's stock on the grant date, which was a weighted-average grant date fair value of \$4.71 and a grant date fair value of \$4.52 for the awards granted in the nine months ended September 30, 2014 to employees and the Company's Directors, respectively.

**Objective-based awards** — The Company granted additional compensation awards to employees that are based on the Company's achievement of certain Company-based performance objectives as well as the Company's achievement of certain market-based objectives. These awards, which cliff vest on the third anniversary of the grant date, are payable in shares at target levels when combined and in cash for the amount above target up to maximum, as defined by the agreements. For the CEO's portion of these awards, the portion payable in cash is based on the achievement of certain market-based and Company-based performance objectives being met at threshold levels when combined.

Additionally, if either the market-based or Company-based performance objectives are met at threshold or above, but the other is not, the CEO is entitled to a cash award for that objective if it is met at target or above. The fair value of all awards requiring share settlement is measured at the fair value on the grant date, while those requiring cash settlement are remeasured at the end of each reporting period.

The Company accounts for awards, or the portion of the awards, requiring cash settlement under stock-compensation principles of accounting as liability instruments. The fair value of all liability instruments are being remeasured based on the awards' estimated fair value at the end of each reporting period and are being recorded to expense over the vesting period.

The awards that are based on the Company's achievement of market-based objectives related to the Company's stock price performance as compared to certain peer groups as defined in the award agreements are valued using a Monte Carlo simulation. The Company uses various assumptions to estimate the fair value of the Company's objective-based awards. The Company uses the historical volatility of its common stock as well as that of certain peer groups as defined in the award agreements to estimate volatility while the dividend yield assumptions are based on historical and anticipated dividend payouts of the Company as well as that of certain peer groups as defined in the award agreements. The risk-free interest rate assumptions are based on observed interest rates consistent with the approximate vesting periods and the stock price used represents the closing price of the Company's common stock as well as that of certain peer groups, as defined in the award agreements, at the valuation date.

#### 9. Income Taxes

The Company, directly or through its subsidiaries, files income tax returns in the United States, and multiple state and foreign jurisdictions. The Company's tax returns for 2007 through 2013 remain open for examination by the taxing authorities in the respective jurisdictions where those returns were filed. Although the Company believes that its estimates are reasonable, the final outcome in the event that the Company is subjected to an audit could be different from that which is reflected in its historical income tax provision and accruals. Such differences could have a material effect on the Company's income tax provision and net income in the period in which such determination is made. In addition, TODCO income tax obligations from periods prior to its initial public offering in 2004 are indemnified by Transocean, the former owner of TODCO, under the tax sharing agreement, except for the Trinidad and Tobago jurisdiction. The Company's Trinidadian and Tobago tax returns are open for examination for the years 2009 through 2013.

Effective April 27, 2011, the Company completed the Seahawk Transaction. For tax purposes this was characterized as a reorganization pursuant to IRC §368(a)(1)(G). Therefore, the Company recorded deferred tax assets, net of a valuation allowance, of approximately \$37.7 million in the first quarter 2013. There can be no assurance that these deferred tax assets will be realized.

From time to time, the Company's tax returns are subject to review and examination by various tax authorities within the jurisdictions in which the Company operates or has operated. The Company is currently contesting tax assessments in Venezuela, and may contest future assessments where the Company believes the assessments are meritless.

In June 2013, the U.S. Internal Revenue Service commenced an audit of the U.S. Corporate Income Tax Return for the 2010 calendar year. The audit was completed during March 2014 and the Company received notification from the Internal

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## HERCULES OFFSHORE, INC. AND SUBSIDIARIES

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Revenue Service that the audit resulted in no change to the Company's reported tax. In July 2014, the U.S. Internal Revenue Service notified the Company that it will commence an audit of the U.S. Corporate Income Tax Returns for the 2011 and 2012 calendar years. In January 2014, the Federal Inland Revenue Service of Nigeria notified the Company that it will initiate an audit including calendar years 2007 through 2011. While the Company cannot predict or provide assurance regarding the outcome of these proceedings, the Company does not expect the ultimate liability to have a material effect on its consolidated financial statements.

The Company recognized \$0.9 million and \$5.7 million of tax benefit during the three and nine months ended September 30, 2014, respectively, as a result of the tolling of a statute of limitations in foreign jurisdictions.

## 10. Segments

The Company currently reports its business activities in three business segments: (1) Domestic Offshore, (2) International Offshore and (3) International Liftboats. The Company eliminates inter-segment revenue and expenses, if any.

The results of operations of the former Domestic Liftboats and Inland segments are reflected in the Consolidated Statements of Operations for the three and nine months ended September 30, 2013 as discontinued operations. The financial information of the Company's discontinued operations is not included in the results of operations presented for the Company's reporting segments (See Note 5).

The Company's jackup rigs are used primarily for exploration and development drilling in shallow waters. The Company's liftboats are self-propelled, self-elevating vessels with a large open deck space, which provides a versatile, mobile and stable platform to support a broad range of offshore maintenance and construction services throughout the life of an oil or natural gas well.

In November 2013, the Company entered into an agreement with Perisai Drilling Sdn Bhd ("Perisai") whereby the Company agreed to market, manage and operate two Pacific Class 400 design new-build jackup drilling rigs, Perisai Pacific 101 and Perisai Pacific 102 ("Perisai Agreement"). Pursuant to the terms of the agreement, Hercules is reimbursed for all operating expenses and Perisai pays for all capital expenditures. The Company receives a daily management fee for the rig and a daily operational fee equal to 12% of the rig-based EBITDA, as defined in the Perisai Agreement. In August 2014, Perisai Pacific 101 commenced work on a three-year drilling contract in Malaysia. Specific to the Perisai Agreement, the Company recognized revenue and operating expenses of \$3.5 million and \$2.1 million, respectively, for the three months ended September 30, 2014 and \$7.5 million and \$5.1 million, respectively, for the nine months ended September 30, 2014. These results are included in the Company's International Offshore segment. Perisai Pacific 102 is expected to be delivered in the second quarter of 2015.

Information regarding the Company's reportable segments is as follows:

	Three Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	Revenue	Income (Loss) from Operations	Depreciation and Amortization	Revenue	Income (Loss) from Operations	Depreciation and Amortization
	(in thousands)			(in thousands)		
Domestic Offshore	\$123,320	\$(45,235)	\$18,599	\$406,968	\$63,594	\$53,948
International Offshore	74,217	(10,108)	19,586	226,880	11,259	55,287
International Liftboats	24,347	(1,355)	5,126	87,733	3,496	15,868
	\$221,884	\$(56,698)	\$43,311	\$721,581	\$78,349	\$125,103
Corporate	—	(14,200)	1,008	—	(41,526)	2,969
Total Company	\$221,884	\$(70,898)	\$44,319	\$721,581	\$36,823	\$128,072



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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	Three Months Ended September 30, 2013			Nine Months Ended September 30, 2013		
	Revenue	Income (Loss) from Operations	Depreciation and Amortization	Revenue	Income (Loss) from Operations	Depreciation and Amortization
	(in thousands)			(in thousands)		
Domestic Offshore	\$138,975	\$44,349	\$19,811	\$387,088	\$124,205	\$59,291
International Offshore	46,309	2,507	12,768	126,836	(12,995 )	35,555
International Liftboats	40,024	12,804	4,721	109,035	27,893	13,872
	\$225,308	\$59,660	\$37,300	\$622,959	\$139,103	\$108,718
Corporate	—	(14,404 )	740	—	(42,410 )	2,188
Total Company	\$225,308	\$45,256	\$38,040	\$622,959	\$96,693	\$110,906

	Total Assets	
	September 30, 2014	December 31, 2013
	(in thousands)	
Domestic Offshore	\$668,149	\$783,652
International Offshore	1,264,324	1,290,122
International Liftboats	216,356	180,356
Corporate	42,785	47,318
Total Company	\$2,191,614	\$2,301,448

## 11. Commitments and Contingencies

## Rig Construction Contract

In May 2014, the Company signed a rig construction contract with JSL in Singapore to build a HSHE rig, Hercules Highlander, which is expected to be delivered in April 2016 (See Note 1). The shipyard cost of the rig is estimated at approximately \$236 million. Including project management, spares, commissioning and other costs, total delivery cost is estimated at approximately \$270 million. The total delivery cost estimate excludes any customer specific outfitting that is reimbursable to the Company, as well as capitalized interest. The Company paid \$23.6 million, or 10% of the shipyard cost, to JSL in May 2014 with a second 10% payment due one year after the initial payment and the final 80% of the shipyard payment due upon delivery of the rig. Including the 10% down payment, other costs incurred and capitalized interest, Capital Expenditures on the Consolidated Statement of Cash Flow for the nine months ended September 30, 2014 includes \$30.0 million related to the construction of Hercules Highlander.

## Legal Proceedings

The Company is involved in various claims and lawsuits in the normal course of business. As of September 30, 2014, management did not believe any accruals were necessary in accordance with FASB ASC 450-20, Contingencies — Loss Contingencies.

## Shareholder Derivative Suits

## Say-on-Pay Litigation

In June 2011, two separate shareholder derivative actions were filed purportedly on the Company's behalf in response to its failure to receive a majority advisory "say-on-pay" vote in favor of the Company's 2010 executive compensation. On June 8, 2011, the first action was filed in the District Court of Harris County, Texas, and on June 23, 2011, the second action was filed in the United States Court for the District of Delaware. Subsequently, on July 21, 2011, the plaintiff in the Harris County action filed a concurrent action in the United States District Court for



the Southern District of Texas. Each action named the Company as a nominal defendant and certain of its officers and directors, as well as the Company's Compensation Committee's consultant, as defendants. Plaintiffs allege that the Company's directors breached their fiduciary duty by approving excessive

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executive compensation for 2010, that the Compensation Committee consultant aided and abetted that breach of fiduciary duty, that the officer defendants were unjustly enriched by receiving the allegedly excessive compensation, and that the directors violated the federal securities laws by disseminating a materially false and misleading proxy. The plaintiffs seek damages in an unspecified amount on the Company's behalf from the officer and director defendants, certain corporate governance actions, and an award of their costs and attorney's fees. The Company and the other defendants have filed motions to dismiss these cases for failure to make demand upon the Company's board and for failing to state a claim. On June 11, 2012, the plaintiff in the Harris County action voluntarily dismissed his action. On March 14, 2013, the Company's and the other defendants' motions to dismiss the Delaware federal action were granted. The motions to dismiss the Texas federal action are pending.

The Company does not expect the ultimate outcome of the shareholder derivative lawsuit to have a material adverse effect on its consolidated results of operations, financial position or cash flows.

The Company and its subsidiaries are involved in a number of other lawsuits, all of which have arisen in the ordinary course of business. The Company does not believe that the ultimate liability, if any, resulting from any such other pending litigation will have a material adverse effect on its business or consolidated financial statements.

The Company cannot predict with certainty the outcome or effect of any of the litigation matters specifically described above or of any other pending litigation. There can be no assurance that the Company's belief or expectations as to the outcome or effect of any lawsuit or other litigation matter will prove correct, and the eventual outcome of these matters could materially differ from management's current estimates.

**Insurance and Indemnity**

The Company's drilling contracts provide for varying levels of indemnification from its customers, including for well control and subsurface risks, and in most cases, may require the Company to indemnify its customers for certain liabilities. Under the Company's drilling contracts, liability with respect to personnel and property is customarily assigned on a "knock-for-knock" basis, which means that the Company and its customers assume liability for their respective personnel and property, regardless of how the loss or damage to the personnel and property may be caused, and even if the Company is grossly negligent. However, some of the Company's customers have been reluctant to extend their indemnity obligations in instances where the Company is grossly negligent. The Company's customers typically assume responsibility for and agree to indemnify the Company from any loss or liability resulting from pollution or contamination, including clean-up and removal and third-party damages arising from operations under the contract and originating below the surface of the water, including as a result of blowouts or cratering of the well ("Blowout Liability"). The customer's assumption for Blowout Liability may, in certain circumstances, be contractually limited or could be determined to be unenforceable in the event of the Company's gross negligence, willful misconduct or other egregious conduct. In addition, the Company may not be indemnified for statutory penalties and punitive damages relating to such pollution or contamination events. The Company generally indemnifies the customer for the consequences of spills of industrial waste or other liquids originating solely above the surface of the water and emanating from its rigs or vessels.

The Company maintains insurance coverage that includes coverage for physical damage, third party liability, workers' compensation and employer's liability, general liability, vessel pollution and other coverages. Effective May 1, 2014, the Company completed the annual renewal of all of its key insurance policies. The Company's insurance policies typically consist of twelve-month policy periods, and the next renewal date for its insurance program is scheduled for May 1, 2015. The Company paid \$42.9 million in the second quarter of 2014 for its insurance renewals.

**Primary Marine Package Coverage**

The Company's primary marine package provides for hull and machinery coverage for substantially all of the Company's rigs (excluding Hercules Triumph and Hercules Resilience which are covered under separate policies, discussed below) and liftboats up to a scheduled value of each asset. The marine package includes protection and indemnity and maritime employer's liability coverage for marine crew personal injury and death and certain

operational liabilities. The major coverages of this package include the following:

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HERCULES OFFSHORE, INC. AND SUBSIDIARIES

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Events of Coverage

- Total maximum amount of hull and machinery coverage;
- Deductible for events that are not caused by a U.S. Gulf of Mexico named windstorm;
- Deductible for events that are caused by a U.S. Gulf of Mexico named windstorm;
- Maritime employer liability (crew liability);
- Personal injury and death of third parties;
- Limitations for coverage for losses caused in U.S. Gulf of Mexico named windstorms; and
- Vessel pollution emanating from the Company's vessels and drilling rigs.

Coverage Amounts and Deductibles

- \$1.6 billion;
- \$5.0 million and \$1.0 million per occurrence for drilling rigs and liftboats, respectively;
- \$25.0 million;
- \$5.0 million self-insured retention with excess liability coverage up to \$200.0 million;
- Primary and excess coverage of \$25.0 million per occurrence with additional excess liability coverage up to \$200.0 million, subject to a \$250,000 per occurrence deductible;
- Annual aggregate limit of liability of \$75.0 million for property damage and liability coverage, including removal of wreck liability coverage; and
- Primary limits of \$5.0 million up to \$17.1 million per occurrence and excess liability coverage up to \$200.0 million.

Control-of-well events generally include an unintended flow from the well that cannot be contained by equipment on site (e.g., a blow-out preventer), by increasing the weight of the drilling fluid, or that does not naturally close itself off through what is typically described as "bridging over". The Company carries a contractor's extra expense policy with \$50.0 million primary liability coverage for well control costs, pollution and expenses incurred to redrill wild or lost wells, with excess liability coverage up to \$200.0 million for pollution liability that is covered in the primary policy. The policies are subject to exclusions, limitations, deductibles, self-insured retention and other conditions, including the requirement for Company gross negligence or willful misconduct.

Hercules Triumph and Hercules Resilience Marine Package Coverage

The Company has separate primary marine packages for Hercules Triumph and Hercules Resilience that each provides the following:

Events of Coverage

- Total maximum amount of hull and machinery coverage;
- Deductible
- Extended contractual liability, including subsea activities, property and personnel, clean up costs (primary coverage);
- Pollution-by-blowout coverage (primary coverage); and
- Operational protection and indemnity coverage and excess coverage.

Coverage Amounts and Deductibles

- \$250.0 million per rig;
- \$2.5 million per occurrence per rig;
- \$25.0 million per occurrence;
- \$10.0 million per occurrence; and
- \$500.0 million per rig, subject to a \$50,000 per occurrence deductible for claims originating outside the U.S. and a \$250,000 per occurrence deductible for claims originating in the U.S.

Adequacy of Insurance Coverage

The Company is responsible for the deductible portion of its insurance coverage. Management believes adequate accruals have been made on known and estimated exposures up to the deductible portion of the Company's insurance

coverage. Management believes that claims and liabilities in excess of the amounts accrued are adequately insured. However, the Company's insurance is subject to exclusions and limitations, and there is no assurance that such coverage will adequately protect the Company against liability from all potential consequences. In addition, there is no assurance of renewal or the ability to obtain coverage acceptable to the Company.

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**Hercules 265 Incident and Settlement of Property Damage Insurance Claim**

In July 2013, the Company's jackup drilling rig Hercules 265, a 250' mat-supported cantilevered unit operating in the U.S. Gulf of Mexico Outer Continental Shelf lease block South Timbalier 220, experienced a well control incident. The rig sustained substantial damage in the incident and the Company's insurance underwriters determined that the rig was a constructive total loss. The cause of the incident is unknown but is under investigation. The Company also has removal of wreck coverage up to a total amount of \$110.0 million. During the second quarter of 2014, the Company received gross proceeds of \$9.1 million from the insurance underwriters as reimbursement for a portion of the wreck removal and related costs incurred to date and used \$2.0 million to repurchase the Hercules 265 hull from the insurance underwriters. The Company and its insurance underwriters continue to negotiate the insurance recovery amounts for costs related to the salvage of the rig and certain other insured losses.

**Sales and Use Tax Audits**

Certain of the Company's legal entities are under audit by various taxing authorities for several prior-year periods. These audits are ongoing and the Company is working to resolve all relevant issues. The Company has an accrual of \$9.3 million and \$9.1 million related to these sales and use tax matters, which is included in Accrued Liabilities on the Consolidated Balance Sheets as of September 30, 2014 and December 31, 2013, respectively.

**12. Accounting Pronouncements**

In July 2013, the FASB issued Accounting Standards Update ("ASU") No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists ("ASU 2013-11"). The amendments in this ASU provide guidance on presentation of unrecognized tax benefits and are expected to reduce diversity in practice and better reflect the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. The amendments in this ASU were effective prospectively for interim and annual periods beginning after December 15, 2013, with early adoption and retrospective application permitted. The Company adopted ASU 2013-11 as of January 1, 2014 with no material impact on its consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements and Property, Plant, and Equipment: Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. The amendments in this ASU require that a disposal representing a strategic shift that has (or will have) a major effect on an entity's operations and financial results should be reported as discontinued operations. The amendments also expand the disclosure requirements for discontinued operations and add new disclosures for disposals of a significant part of an organization that does not qualify as discontinued operations. The amendments in this ASU are effective prospectively for annual periods beginning on or after December 15, 2014, and interim periods within those years. Early adoption is permitted for disposals that have not been previously reported. The Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance. This ASU is based on the principle that revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. The ASU is effective for annual periods beginning after December 15, 2016, and interim periods within those years, using either a full or a modified retrospective application approach. The Company is in the process of evaluating the impact on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. This ASU provides guidance on management's responsibility to evaluate whether there is substantial doubt about an entity's ability to

continue as a going concern and in certain circumstances to provide related footnote disclosures. The ASU is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying unaudited consolidated financial statements as of September 30, 2014 and for the three and nine months ended September 30, 2014 and September 30, 2013, included elsewhere herein, and with our Annual Report on Form 10-K for the year ended December 31, 2013. The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Please read "Forward-Looking Statements" below for a discussion of certain limitations inherent in such statements. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors. Please also read "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013, Item 1A of Part II of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and Item 1A of Part II of this quarterly report for a discussion of certain risks facing our company.

OVERVIEW

We are a leading provider of shallow-water drilling and marine services to the oil and natural gas exploration and production industry globally. We provide these services to national oil and gas companies, major integrated energy companies and independent oil and natural gas operators. As of October 23, 2014, we operated a fleet of 33 jackup rigs, including one rig under construction, and 24 liftboat vessels. Our diverse fleet is capable of providing services such as oil and gas exploration and development drilling, well service, platform inspection, maintenance and decommissioning operations in several key shallow-water provinces around the world.

Drilling Contract Award and Rig Construction Contract

In May 2014, we signed a five-year drilling contract with Maersk Oil North Sea UK Limited ("Maersk") for a newbuild jackup rig, Hercules Highlander, we will own and operate. Contract commencement is expected in mid-2016. In support of the drilling contract, in May 2014, we signed a rig construction contract with Jurong Shipyard Pte Ltd ("JSL") in Singapore. This High Specification, Harsh Environment (HSHE) newbuild rig is based on the Friede & Goldman JU-2000E design, with a 400 foot water depth rating and enhancements that will provide for greater load-bearing capabilities and operational flexibility. The shipyard cost of the rig is estimated at approximately \$236 million. Including project management, spares, commissioning and other costs, total delivery cost is estimated at approximately \$270 million. The total delivery cost estimate excludes any customer specific outfitting that is reimbursable to us, as well as capitalized interest. We paid \$23.6 million, or 10% of the shipyard cost, to JSL in May 2014 with a second 10% payment due one year after the initial payment and the final 80% of the shipyard payment due upon delivery of the rig, which is expected to be in April 2016. Including the 10% down payment, other costs incurred and capitalized interest, Capital Expenditures on the Consolidated Statement of Cash Flow for the nine months ended September 30, 2014 includes \$30.0 million related to the construction of Hercules Highlander.

Perisai Management Contract

In November 2013, we entered into an agreement with Perisai Drilling Sdn Bhd ("Perisai") whereby we agreed to market, manage and operate two Pacific Class 400 design new-build jackup drilling rigs, Perisai Pacific 101 and Perisai Pacific 102 ("Perisai Agreement"). Pursuant to the terms of the agreement, Hercules is reimbursed for all operating expenses and Perisai pays for all capital expenditures. We receive a daily management fee for the rig and a daily operational fee equal to 12% of the rig-based EBITDA, as defined in the Perisai Agreement. In August 2014, Perisai Pacific 101 commenced work on a three-year drilling contract in Malaysia. Specific to the Perisai Agreement, we recognized revenue and operating expenses of \$3.5 million and \$2.1 million, respectively, for the three months ended September 30, 2014 and \$7.5 million and \$5.1 million, respectively, for the nine months ended September 30, 2014. These results are included in our International Offshore segment. Perisai Pacific 102 is expected to be delivered in the second quarter of 2015.

Asset Dispositions and Impairment

During the second quarter, we sold Hercules 258, Hercules 250 and Hercules 2002 for gross proceeds of \$22.2 million and recorded a net gain on the sales of \$17.9 million, which is included in Operating Expenses on the Consolidated Statements of Operations for the nine months ended September 30, 2014.



During the third quarter, we sold Hercules 2003, Hercules 2500 and Hercules 156 for gross proceeds of \$10.9 million and recorded a net gain on the sales of \$4.7 million, which is included in Operating Expenses on the Consolidated Statements of Operations for the three and nine months ended September 30, 2014.

We made the decision to remove the Hercules 202, Hercules 204, Hercules 212 and Hercules 213 from our marketable assets into our non-marketable assets as we do not reasonably expect to market these rigs in the foreseeable future. This decision resulted in a non-cash impairment charge of approximately \$82.5 million (\$82.5 million, net of tax), which is included in Asset Impairment on the Consolidated Statements of Operations for the three and nine months ended September 30, 2014, to

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write the rigs down to fair value based on a third party estimate. The financial information for Hercules 202, Hercules 204, Hercules 212 and Hercules 213 have been reported as part of the Domestic Offshore segment.

Our drilling rigs are used primarily for exploration and development drilling in shallow waters. Under most of our contracts, we are paid a fixed daily rental rate called a “dayrate,” and we are required to pay all costs associated with our own crews as well as the upkeep and insurance of the rig and equipment.

Our liftboats are self-propelled, self-elevating vessels with a large open deck space, which provides a versatile, mobile and stable platform to support a broad range of offshore maintenance and construction services throughout the life of an oil or natural gas well. Under most of our liftboat contracts, we are paid a fixed dayrate for the rental of the vessel, which typically includes the costs of a small crew of five to ten employees, and we also receive a variable rate for reimbursement of other operating costs such as catering, fuel, oil, rental equipment, crane overtime and other items.

Our backlog at October 23, 2014, totaled approximately \$1.1 billion for our executed contracts, including the Maersk contract for the newbuild jackup rig, Hercules Highlander. Approximately \$115.2 million of this backlog is expected to be realized during the remainder of 2014. We calculate our contract revenue backlog, or future contracted revenue, as the contract dayrate multiplied by the number of days remaining on the contract, assuming full utilization, less any penalties or reductions in dayrate for late delivery or non-compliance with contractual obligations. Backlog excludes revenue for management agreements, mobilization, demobilization, contract preparation and customer reimbursables. The amount of actual revenue earned and the actual periods during which revenue is earned will be different than the backlog disclosed or expected due to various factors. Downtime due to various operational factors, including unscheduled repairs, maintenance, operational delays, health, safety and environmental incidents, weather events in the Gulf of Mexico and elsewhere and other factors (some of which are beyond our control), may result in lower dayrates than the full contractual operating dayrate. In some of the contracts, our customer has the right to terminate the contract without penalty and in certain instances, with little or no notice.

Regulation

The Coast Guard issued a Policy Letter in July 2011 that provides for more frequent inspections of foreign flagged Mobile Offshore Drilling Units (“MODUs”) that operate on the U.S. Outer Continental Shelf (“OCS”). The Coast Guard will make determinations to conduct more frequent inspections of foreign flagged MODUs in accordance with its Mobile Offshore Drilling Unit Safety and Environmental Protection Compliance Targeting Matrix. We may be subject to increased costs and potential downtime for certain of our rigs operating on the OCS if such rigs are determined by the Coast Guard to need additional oversight and inspection under this Policy Letter.

In addition to this Coast Guard Policy Letter, in November 2011, the Bureau of Safety and Environmental Enforcement (“BSEE”) announced a change in its enforcement policies in the aftermath of the Macondo well blowout in April 2010, pursuant to which the agency has extended its regulatory enforcement reach to include contractors as well as offshore lease operators. Consequently, the BSEE may elect to hold contractors, including drilling contractors, liable for alleged violations of law arising in the BSEE's jurisdictional area. In August 2012, the BSEE issued an Interim Policy Letter that established the parameters by which BSEE will issue incidents of noncompliance to drilling contractors for serious violations of BSEE regulations. Implementation of this change in enforcement policy by the BSEE could subject us to added liabilities, including sanctions and penalties, as well as increased costs arising from contractual arrangements in master services agreements that failed to take into account such change in enforcement policy with respect to our operations in the U.S. Gulf of Mexico, which may have an adverse effect on our business and results of operations.

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## RESULTS OF OPERATIONS

The following table sets forth financial information by operating segment and other selected information for the periods indicated:

	Three Months Ended September 30,		Change	% Change	
	2014	2013			
(Dollars in thousands)					
Domestic Offshore:					
Number of rigs (as of end of period)	24	29			
Revenue	\$123,320	\$138,975	\$(15,655)	(11.3)	)%
Operating expenses	65,757	73,577	(7,820)	(10.6)	)%
Asset Impairment	82,507	—	82,507	n/m	
Depreciation and amortization expense	18,599	19,811	(1,212)	(6.1)	)%
General and administrative expenses	1,692	1,238	454	36.7	%
Operating income (loss)	\$(45,235)	) \$44,349	\$(89,584)	) n/m	
International Offshore:					
Number of rigs (as of end of period)	9	11			
Revenue	\$74,217	\$46,309	\$27,908	60.3	%
Operating expenses	61,578	28,191	33,387	118.4	%
Depreciation and amortization expense	19,586	12,768	6,818	53.4	%
General and administrative expenses	3,161	2,843	318	11.2	%
Operating income (loss)	\$(10,108)	) \$2,507	\$(12,615)	) n/m	
International Liftboats:					
Number of liftboats (as of end of period)	24	24			
Revenue	\$24,347	\$40,024	\$(15,677)	(39.2)	)%
Operating expenses	18,962	20,960	(1,998)	(9.5)	)%
Depreciation and amortization expense	5,126	4,721	405	8.6	%
General and administrative expenses	1,614	1,539	75	4.9	%
Operating income (loss)	\$(1,355)	) \$12,804	\$(14,159)	) n/m	
Total Company:					
Revenue	\$221,884	\$225,308	\$(3,424)	(1.5)	)%
Operating expenses	146,297	122,728	23,569	19.2	%
Asset Impairment	82,507	—	82,507	n/m	
Depreciation and amortization expense	44,319	38,040	6,279	16.5	%
General and administrative expenses	19,659	19,284	375	1.9	%
Operating income (loss)	(70,898)	) 45,256	(116,154)	) n/m	
Interest expense	(25,194)	) (19,360)	) (5,834)	) 30.1	%
Other, net	(168)	) (337)	) 169	(50.1)	)%
Income (loss) before income taxes	(96,260)	) 25,559	(121,819)	) n/m	
Income tax benefit (provision)	7,707	(8,400)	) 16,107	n/m	
Income (loss) from continuing operations	(88,553)	) 17,159	(105,712)	) n/m	
Income from discontinued operations, net of taxes	—	8,093	(8,093)	) n/m	
Net income (loss)	(88,553)	) 25,252	(113,805)	) n/m	
Loss attributable to noncontrolling interest	—	21	(21)	) n/m	
Net income (loss) attributable to Hercules Offshore, Inc.	\$(88,553)	) \$25,273	\$(113,826)	) n/m	

"n/m" means not meaningful.



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The following table sets forth selected operational data by operating segment for the periods indicated:

	Three Months Ended September 30, 2014				
	Operating Days	Available Days	Utilization(1)	Average Revenue per Day(2)	Average Operating Expense per Day(3)
Domestic Offshore	1,133	1,656	68.4	% \$ 108,844	\$39,708
International Offshore	485	736	65.9	% 153,025	83,666
International Liftboats	997	2,116	47.1	% 24,420	8,961

  

	Three Months Ended September 30, 2013				
	Operating Days	Available Days	Utilization(1)	Average Revenue per Day(2)	Average Operating Expense per Day(3)
Domestic Offshore	1,522	1,678	90.7	% \$91,311	\$43,848
International Offshore	426	552	77.2	% 108,707	51,071
International Liftboats	1,578	2,116	74.6	% 25,364	9,905

Utilization is defined as the total number of days our rigs or liftboats, as applicable, were under contract, known as operating days, in the period as a percentage of the total number of available days in the period. Days during which our rigs and liftboats were undergoing major refurbishments, upgrades or construction, and days during which our rigs and liftboats are cold stacked, are not counted as available days. Days during which our liftboats are in the shipyard undergoing drydocking or inspection are considered available days for the purposes of calculating utilization.

(1) Average revenue per rig or liftboat per day is defined as revenue earned by our rigs or liftboats, as applicable, in the period divided by the total number of operating days for our rigs or liftboats, as applicable, in the period. Average operating expense per rig or liftboat per day is defined as operating expenses, excluding depreciation and amortization, incurred by our rigs or liftboats, as applicable, in the period divided by the total number of available days in the period. We use available days to calculate average operating expense per rig or liftboat per day rather than operating days, which are used to calculate average revenue per rig or liftboat per day, because we incur operating expenses on our rigs and liftboats even when they are not under contract and earning a dayrate.

For the Three Months Ended September 30, 2014 and 2013

#### Revenue

Consolidated. The decrease in consolidated revenue is described below.

Domestic Offshore. Revenue decreased for our Domestic Offshore segment due to a decline in operating days in the Current Quarter as compared to the Comparable Quarter, which contributed to a decrease of approximately \$42 million, primarily due to lower demand during the Current Quarter. Partially offsetting this decrease, average dayrates were higher in the Current Quarter as compared to the Comparable Quarter, which contributed to an increase in revenue of approximately \$27 million.

International Offshore. Revenue for our International Offshore segment increased due to the following:

- \$15.6 million increase from Hercules Triumph primarily due to the rig commencing work in November 2013;
- \$15.6 million increase from Hercules Resilience primarily due to the rig commencing work in February 2014;
- \$7.0 million increase from Hercules 208 primarily due to \$2.4 million of mobilization revenue in the Current Quarter and additional operating days in the Current Quarter as compared to the Comparable Quarter;
- \$3.5 million increase related to the Perisai management agreement; partially offset by
- \$9.4 million decrease from Hercules 260 as it was ready stacked during the Current Quarter; and
- \$3.5 million decrease from Hercules 261 primarily due to it being in the shipyard during a portion of the Current Quarter for a special survey.

International Liftboats. The decrease in revenue from our International Liftboats segment resulted primarily from a decrease in utilization for the majority of our vessels in West Africa.

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### Operating Expenses

Consolidated. The increase in consolidated operating expenses is described below.

Domestic Offshore. The decrease in operating expenses for our Domestic Offshore segment is primarily due to the following:

\$5.2 million gain on the sale of Hercules 2003 and Hercules 2500 in the Current Quarter;

\$3.9 million decrease from Hercules 265 primarily due to \$3.2 million of expenses related to the insurance claim in the Comparable Quarter;

\$1.1 million decrease to costs associated with workers' compensation; partially offset by

\$2.8 million increase to state sales and use taxes in the Current Quarter as compared to the Comparable Quarter.

International Offshore. The increase in operating expenses for our International Offshore segment is primarily due to the following:

\$12.7 million increase from Hercules Resilience primarily due to the rig commencing operations in February 2014;

\$8.0 million increase from Hercules Triumph primarily due to the rig commencing operations in November 2013; and

\$7.7 million increase from Hercules 267 primarily due to the rig being in the shipyard in the Comparable Quarter preparing for a contract.

International Liftboats. The decrease in operating expenses for our International Liftboats segment is primarily due to lower repairs and maintenance expense in the Current Quarter as compared to the Comparable Quarter.

### Asset Impairment

During the Current Quarter, we recorded a non-cash asset impairment charge of \$82.5 million in our Domestic Drilling segment to write-down the Hercules 202, Hercules 204, Hercules 212 and Hercules 213 to fair value.

### Depreciation and Amortization

The increase in depreciation and amortization is largely due to the additional depreciation for the Hercules Resilience, Hercules Triumph, Hercules 267 and other capital projects, which contributed to increases of \$2.6 million, \$2.1 million, \$2.0 million and \$4.3 million, respectively. These increases are partially offset by a reduction in depreciation of \$3.5 million due to rigs impaired in the fourth quarter of 2013.

### Interest Expense

The increase in interest expense is primarily due to \$8.7 million of interest capitalization in the Comparable Quarter on upgrade and reactivation projects and on the Hercules Resilience and Hercules Triumph projects, partially offset by a \$2.5 million reduction in interest expense in the Current Quarter as compared to the Comparable Quarter associated with the redemption of our 10.5% Senior Notes and refinancing these notes with the issuance of our 7.5% Senior Notes in the fourth quarter of 2013.

### Income Tax Benefit (Provision)

During the Current Quarter we generated an income tax benefit from continuing operations of \$7.7 million compared to an income tax provision of \$8.4 million in the Comparable Quarter. The change is primarily related to the tax effect of the mix of earnings (losses) from different jurisdictions, partially offset by the impact of the U.S. valuation allowance.

### Discontinued Operations

In the Comparable Quarter, we had income from our former Inland and Domestic Liftboat operations of \$7.6 million, net of taxes, and \$0.5 million, net of taxes, respectively. Income from our former Inland operations includes a pre-tax gain of \$4.8 million for the sale of Hercules 27 in August 2013. The sale of the remaining assets that were held for sale at June 30, 2013 was completed in July 2013.

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The following table sets forth financial information by operating segment and other selected information for the periods indicated:

	Nine Months Ended		Change	% Change	
	September 30, 2014	2013			
	(Dollars in thousands)				
<b>Domestic Offshore:</b>					
Number of rigs (as of end of period)	24	29			
Revenue	\$406,968	\$387,088	\$19,880	5.1	%
Operating expenses	202,095	198,887	3,208	1.6	%
Asset Impairment	82,507	—	82,507	n/m	
Depreciation and amortization expense	53,948	59,291	(5,343)	(9.0)	)%
General and administrative expenses	4,824	4,705	119	2.5	%
Operating income	\$63,594	\$124,205	\$(60,611)	(48.8)	)%
<b>International Offshore:</b>					
Number of rigs (as of end of period)	9	11			
Revenue	\$226,880	\$126,836	\$100,044	78.9	%
Operating expenses	153,177	93,769	59,408	63.4	%
Depreciation and amortization expense	55,287	35,555	19,732	55.5	%
General and administrative expenses	7,157	10,507	(3,350)	(31.9)	)%
Operating income (loss)	\$11,259	\$(12,995)	\$24,254	n/m	
<b>International Liftboats:</b>					
Number of liftboats (as of end of period)	24	24			
Revenue	\$87,733	\$109,035	\$(21,302)	(19.5)	)%
Operating expenses	58,502	62,883	(4,381)	(7.0)	)%
Depreciation and amortization expense	15,868	13,872	1,996	14.4	%
General and administrative expenses	9,867	4,387	5,480	124.9	%
Operating income	\$3,496	\$27,893	\$(24,397)	(87.5)	)%
<b>Total Company:</b>					
Revenue	\$721,581	\$622,959	\$98,622	15.8	%
Operating expenses	413,774	355,539	58,235	16.4	%
Asset Impairment	82,507	—	82,507	n/m	
Depreciation and amortization expense	128,072	110,906	17,166	15.5	%
General and administrative expenses	60,405	59,821	584	1.0	%
Operating income	36,823	96,693	(59,870)	(61.9)	)%
Interest expense	(74,164)	(54,495)	(19,669)	36.1	%
Loss on extinguishment of debt	(19,925)	—	(19,925)	n/m	
Gain on equity investment	—	14,876	(14,876)	n/m	
Other, net	196	(1,652)	1,848	n/m	
Income (loss) before income taxes	(57,070)	55,422	(112,492)	n/m	
Income tax benefit (provision)	(4,921)	18,609	(23,530)	n/m	
Income (loss) from continuing operations	(61,991)	74,031	(136,022)	n/m	
Loss from discontinued operations, net of taxes	—	(40,996)	40,996	n/m	
Net income (loss)	(61,991)	33,035	(95,026)	n/m	
Loss attributable to noncontrolling interest	—	39	(39)	n/m	
Net income (loss) attributable to Hercules Offshore, Inc.	\$(61,991)	\$33,074	\$(95,065)	n/m	

"n/m" means not meaningful.





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The following table sets forth selected operational data by operating segment for the periods indicated:

	Nine Months Ended September 30, 2014				
	Operating Days	Available Days	Utilization(1)	Average Revenue per Day(2)	Average Operating Expense per Day(3)
Domestic Offshore	3,774	4,914	76.8	% \$ 107,835	\$41,126
International Offshore	1,535	2,139	71.8	% 147,805	71,612
International Liftboats	3,473	6,279	55.3	% 25,261	9,317

	Nine Months Ended September 30, 2013				
	Operating Days	Available Days	Utilization(1)	Average Revenue per Day(2)	Average Operating Expense per Day(3)
Domestic Offshore	4,576	4,993	91.6	% \$84,591	\$39,833
International Offshore	1,115	1,540	72.4	% 113,754	60,889
International Liftboats	4,503	6,220	72.4	% 24,214	10,110

For the Nine Months Ended September 30, 2014 and 2013

#### Revenue

Consolidated. The increase in consolidated revenue is described below.

Domestic Offshore. Revenue increased for our Domestic Offshore segment due to higher average dayrates in the Current Period as compared to the Comparable Period, which contributed to an increase of approximately \$106 million. Partially offsetting this increase, operating days declined in the Current Period as compared to the Comparable Period, which contributed to a decrease in revenue of approximately \$87 million primarily due to several rigs undergoing scheduled regulatory surveys and repairs, Hercules 265 being out of service as well as lower demand in the Current Period.

International Offshore. Revenue for our International Offshore segment increased due to the following:

- \$53.2 million increase from Hercules Triumph primarily due to the rig commencing work in November 2013;
- \$28.3 million increase from Hercules Resilience primarily due to the rig commencing work in February 2014;
- \$14.4 million increase from Hercules 266 as the rig commenced work in April 2013;
- \$13.3 million increase from Hercules 267 as the rig commenced work in November 2013;
- \$7.5 million increase related to the Perisai management agreement; partially offset by
- \$11.6 million decrease from Hercules 261 primarily driven by the rig being in the shipyard during a significant portion of the Current Period for a special survey; and
- \$8.1 million decrease from Hercules 260 as it was ready stacked during a portion of the Current Period.

International Liftboats. The decrease in revenue from our International Liftboats segment resulted largely from a decrease in utilization of the majority of our vessels in West Africa. This decrease was partially offset by an \$8.2 million increase in revenue from our vessels in the Middle East.

#### Operating Expenses

Consolidated. The increase in consolidated operating expenses is described below.

Domestic Offshore. The increase in operating expenses for our Domestic Offshore segment is primarily due to the following:

- \$9.4 million increase in labor costs in the Current Period as compared to the Comparable Period;
- \$5.8 million increase to state sales and use taxes in the Current Period;
- \$3.8 million increase due to the reactivation of Hercules 209 in May 2013;
- \$1.5 million increase to repairs and maintenance;
- \$1.2 million increase to insurance costs; partially offset by;
-

\$10.0 million decrease from Hercules 265 primarily due to \$3.2 million of expenses related to the Hercules 265 insurance claim in the Comparable Period and the rig being out of service in the Current Period; and \$10.6 million in additional net gains on asset sales in the Current Period as compared to the Comparable Period.

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International Offshore. The increase in operating expenses for our International Offshore segment is primarily due to the following:

- \$21.2 million increase from Hercules Triumph primarily due to the rig commencing operations in November 2013;
- \$21.3 million increase from Hercules 267 primarily due to the rig being in the shipyard in the Comparable Period preparing for a contract;
- \$25.2 million increase from Hercules Resilience primarily due to the rig commencing operations in February 2014;
- \$5.1 million increase related to the Perisai management agreement;
- \$4.4 million increase from Hercules 261 primarily driven by the rig being in the shipyard during a significant portion of the Current Period for a special survey;
- \$4.2 million increase from Hercules 266 as the rig began working in April 2013; partially offset by a
- \$10.5 million gain on the sale of Hercules 258 in the Current Period; and
- \$6.8 million decrease from Hercules 260 in the Current Period as compared to the Comparable Period primarily due to repair costs in the Comparable Period related to the rig's spudcan damage.

International Liftboats. The decrease in operating expenses for our International Liftboats segment is primarily due to a \$3.6 million reduction in repairs and maintenance costs in the Current Period as compared to the Comparable Period and a \$2.6 million write down of a cold stacked vessel in West Africa to fair market value in the Comparable Period. Partially offsetting these decreases in operating expenses, our International Liftboats segment had an increase of \$2.8 million in labor costs in the Current Period as compared to the Comparable Period.

### Asset Impairment

During the Current Period, we recorded a non-cash asset impairment charge of \$82.5 million in our Domestic Drilling segment to write-down the Hercules 202, Hercules 204, Hercules 212 and Hercules 213 to fair value.

### Depreciation and Amortization

The increase in depreciation and amortization is largely due to the additional depreciation for the Hercules Triumph, Hercules Resilience, Hercules 267, Hercules 266 and other capital projects, which contributed to increases of \$6.1 million, \$5.7 million, \$5.6 million, \$2.8 million and \$11.0 million, respectively. These increases are partially offset by a reduction in depreciation of \$10.3 million due to rigs impaired in the fourth quarter of 2013 and \$2.7 due to the sale of Hercules 170 in the fourth quarter of 2013.

### Interest Expense

The increase in interest expense for the Current Period is primarily due to \$18.0 million in interest on our 8.75% Senior Notes due 2021 which were issued in July 2013 as well as a reduction in interest capitalization of \$8.7 million in the Current Period as compared to the Comparable Period. The Comparable Period included interest capitalization on upgrade and reactivation projects and the Hercules Triumph project which were all completed in 2013, and the Hercules Resilience project which was completed in February 2014, while the Current Period includes interest capitalization on the Hercules Resilience and Hercules Highlander projects. These increases in interest expense are partially offset by a \$7.3 million reduction in interest expense associated with the redemption of our 10.5% Senior Notes and refinancing these notes with the issuance of our 7.5% Senior Notes in the fourth quarter of 2013.

### Loss on Extinguishment of Debt

During the Current Period, we redeemed \$300.0 million aggregate principal amount of our 7.125% Senior Secured Notes and expensed \$16.9 million for the call premium and wrote off \$1.9 million in unamortized debt issuance costs associated with these notes. In addition, we expensed \$1.1 million in bank fees related to the issuance of the 6.75% Senior Notes.

### Gain on Equity Investment

During the Comparable Period, we recognized a gain of \$14.9 million as a result of remeasuring our 32% equity interest in Discovery at its fair value as of the acquisition date of a controlling interest in Discovery in June 2013.

### Income Tax Benefit (Provision)

During the Current Period we generated an income tax provision from continuing operations of \$4.9 million compared to an income tax benefit from continuing operations of \$18.6 million in the Comparable Period. The change is primarily related to the \$37.7 million tax benefit recorded in the Comparable Period related to the tax attributes received from the Seahawk Transaction. Additionally, the variation is due to the change in the U.S. valuation

allowance, partially offset by the tax effect of the mix of earnings (losses) from different jurisdictions and the impact of discrete items.

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Discontinued Operations

In the Comparable Period, we had a loss from our former Inland and Domestic Liftboat operations of \$36.9 million, net of taxes, and \$4.1 million, net of taxes, respectively. These losses included a pre-tax impairment charge of \$40.9 million and \$3.5 million, for the former Inland and Domestic Liftboat operations, respectively, to write down the assets to fair value less costs to sell. Additionally, the loss from our former Inland operations includes a \$4.8 million pre-tax gain on the sale of Hercules 27 in August 2013. The sale of these assets was completed in the third quarter of 2013.

Non-GAAP Financial Measures

Regulation G, General Rules Regarding Disclosure of Non-GAAP Financial Measures and other SEC regulations define and prescribe the conditions for use of certain Non-Generally Accepted Accounting Principles (“Non-GAAP”) financial measures. We use various Non-GAAP financial measures such as adjusted operating income, adjusted income (loss) from continuing operations, adjusted diluted earnings (loss) per share from continuing operations, EBITDA and Adjusted EBITDA. EBITDA is defined as net income plus interest expense, income taxes, depreciation and amortization. We believe that in addition to GAAP based financial information, Non-GAAP amounts are meaningful disclosures for the following reasons: i) each are components of the measures used by our board of directors and management team to evaluate and analyze our operating performance and historical trends, ii) each are components of the measures used by our management team to make day-to-day operating decisions, iii) under certain scenarios the Credit Agreement requires us to maintain compliance with a maximum secured leverage ratio, which contains Non-GAAP adjustments as components, iv) each are components of the measures used by our management to facilitate internal comparisons to competitors’ results and the shallow-water drilling and marine services industry in general, v) results excluding certain costs and expenses provide useful information for the understanding of the ongoing operations without the impact of significant special items, and vi) the payment of certain bonuses to members of our management is contingent upon, among other things, the satisfaction by the Company of financial targets, which may contain Non-GAAP measures as components. We acknowledge that there are limitations when using Non-GAAP measures. The measures below are not recognized terms under GAAP and do not purport to be an alternative to net income as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. EBITDA and Adjusted EBITDA are not intended to be a measure of free cash flow for management’s discretionary use, as it does not consider certain cash requirements such as tax payments and debt service requirements. Because all companies do not use identical calculations, the amounts below may not be comparable to other similarly titled measures of other companies.

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The following tables present a reconciliation of the GAAP financial measures to the corresponding adjusted financial measures (in thousands, except per share amounts):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Operating Income (Loss) attributable to Hercules Offshore, Inc.	\$ (70,898 )	\$ 45,277	\$ 36,823	\$ 96,732
Adjustments:				
Asset impairment	82,507	—	82,507	—
Net gain on sale of cold-stacked drilling rigs	(4,741 )	—	(22,620 )	—
Total adjustments	77,766	—	59,887	—
Adjusted Operating Income	\$ 6,868	\$ 45,277	\$ 96,710	\$ 96,732
Income (Loss) from Continuing Operations attributable to Hercules Offshore, Inc.	\$ (88,553 )	\$ 17,180	\$ (61,991 )	\$ 74,070
Adjustments:				
Asset impairment	82,507	—	82,507	—
Net gain on sale of cold-stacked drilling rigs	(4,741 )	—	(22,620 )	—
Loss on extinguishment of debt	—	—	19,925	—
Gain on equity investment	—	—	—	(14,876 )
Tax benefit (a)	—	—	—	(37,729 )
Total adjustments	77,766	—	79,812	(52,605 )
Adjusted Income (Loss) from Continuing Operations	\$ (10,787 )	\$ 17,180	\$ 17,821	\$ 21,465
Diluted Earnings (Loss) per Share from Continuing Operations	\$ (0.55 )	\$ 0.11	\$ (0.39 )	\$ 0.46
Adjustments:				
Asset impairment	0.51	—	0.51	—
Net gain on sale of cold-stacked drilling rigs	(0.03 )	—	(0.14 )	—
Loss on extinguishment of debt	—	—	0.13	—
Gain on equity investment	—	—	—	(0.09 )
Tax benefit (a)	—	—	—	(0.24 )
Total adjustments	0.48	—	0.50	(0.33 )
Adjusted Diluted Earnings (Loss) per Share from Continuing Operations	\$ (0.07 )	\$ 0.11	\$ 0.11	\$ 0.13
Income (Loss) from Continuing Operations attributable to Hercules Offshore, Inc.	\$ (88,553 )	\$ 17,180	\$ (61,991 )	\$ 74,070
Interest expense	25,194	19,360	74,164	54,495
Income tax provision (benefit)	(7,707 )	8,400	4,921	(18,609 )
Depreciation and amortization	44,319	38,040	128,072	110,906
EBITDA	(26,747 )	82,980	145,166	220,862
Adjustments:				
Asset impairment	82,507	—	82,507	—
Net gain on sale of cold-stacked drilling rigs	(4,741 )	—	(22,620 )	—
Loss on extinguishment of debt	—	—	19,925	—
Gain on equity investment	—	—	—	(14,876 )
Total adjustments	77,766	—	79,812	(14,876 )
Adjusted EBITDA	\$ 51,019	\$ 82,980	\$ 224,978	\$ 205,986

(a) Tax benefit recognized of \$37.7 million related to the change in characterization of the Seahawk acquisition for tax purposes from a purchase of assets to a reorganization.





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### CRITICAL ACCOUNTING POLICIES

We believe that our more critical accounting policies include those related to property and equipment, revenue recognition, income taxes, stock-based compensation and accrued self-insurance reserves. Inherent in such policies are certain key assumptions and estimates. For additional information regarding our critical accounting policies, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013.

### OUTLOOK

#### Offshore

Demand for our oilfield services is driven by our exploration and production ("E&P") customers' capital spending, which can experience significant fluctuations depending on current commodity prices and their expectations of future price levels, among other factors.

Drilling activity levels in the shallow-water U.S. Gulf of Mexico are dependent on crude oil and natural gas prices, prospectivity of hydrocarbons, capital budgets of our customers as well as their ability to obtain necessary drilling permits to operate in the region. Although natural gas has historically accounted for a greater percentage of hydrocarbon production in the U.S. Gulf of Mexico, our domestic offshore customers are now largely focused on drilling activities that contain higher concentrations of crude oil and condensates. We expect this condition to persist, given the disparity between the price of crude oil and natural gas.

The supply of marketed jackup rigs in the U.S. Gulf of Mexico has declined significantly since the financial crisis starting in 2008 and again with the imposition of new regulations during 2010. Drilling contractors have elected to cold stack, or no longer actively market, a number of rigs in the region. In other instances, rigs have been sold for conversion purposes, scrapped, or mobilized out of the U.S. Gulf of Mexico. As a result, the number of existing, actively marketed jackup rigs in the U.S. Gulf of Mexico, has declined from approximately 63 rigs in late 2008 to 37 rigs as of October 20, 2014, excluding rigs scheduled to depart the region. From time to time, jackup rigs have mobilized back to the U.S. Gulf of Mexico. Since 2011, only two jackup rigs have mobilized from other international markets to the U.S. Gulf of Mexico, including one rig that came from Mexico in mid-2014. There are several older jackup rigs that are currently working in Mexico for PEMEX that will have contract expirations before year end 2015. It is uncertain whether PEMEX will re-contract these rigs, and if not, to where these rigs will migrate.

U.S. Gulf of Mexico jackup rig demand, as defined by rigs under contract, stood at 24 rigs as of October 20, 2014. The relatively high price of crude oil has provided a solid economic base to support drilling activity in the U.S. Gulf of Mexico. However, significant property ownership transfers and the consolidation of E&P customers through mergers and acquisitions in the region have impacted near term demand. These transactions have caused a disruption in drilling programs within these companies, and as a result, we expect the overall environment to remain relatively soft at least through early 2015. Given these market conditions, we are executing on cost saving measures, including the cold stacking of four domestic rigs. We currently believe that this is an appropriate step to better balance the market and support utilization on our marketed rigs. However, should we see indicators of stronger demand, we will respond timely to these signals to protect our market leading position within the region. While we anticipate drilling activity levels will rebound as E&P customers complete their integration process, there are no assurances that subsequent demand will improve.

Demand for rigs in our International Offshore segment is primarily dependent on crude oil prices. Relatively high crude oil prices leads us to believe that international demand for jackup rigs will increase in 2014. Our expectation for greater international rig demand is tempered by the anticipated growth in supply from newly constructed rigs. As of October 20, 2014, there were approximately 460 existing, actively marketed jackup rigs outside of the U.S. Gulf of Mexico excluding cold stacked rigs, of which 30 rigs were uncontracted. In addition, globally, there are an estimated 144 new jackup rigs either under construction, on order, or planned for delivery from 2014 to 2017, of which 127 are without contracts. With the exception of the Hercules Highlander, Hercules Triumph and Hercules Resilience, all of the jackup rigs under construction have higher specifications than the rigs in our existing fleet.

The Hercules Highlander, Hercules Triumph and Hercules Resilience are HSHE rigs. We believe demand for HSHE jackup rigs has grown, driven by harsher environmental conditions, greater well depths and increased complexities of the offshore wells drilled by oil and gas companies. We expect this trend to continue through the foreseeable future, as

oil and gas companies further expand their exploration efforts into frontier areas that are often characterized by these greater challenges. Tempering our near term expectations for HSE jackup rig demand is the growth in new rig supply that is previously referenced, several of which are competitive with our HSE rigs.

Liftboats

Demand for liftboats is typically a function of our customers' demand for offshore infrastructure construction, inspection and maintenance, well maintenance, well plugging and abandonment, and other related activities. Although activity levels for

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liftboats are not as closely correlated to commodity prices as our drilling segments, commodity prices are still a key driver of liftboat demand. Year-to-date, demand for liftboat services in West Africa has been volatile. We believe this has been driven by budgetary constraints with major customers primarily in Nigeria. We expect continued volatility in utilization through the rest of the year, with fourth quarter activity levels in West Africa further hampered by anticipated seasonal slowdown. Although we currently do not expect additional vessels to mobilize into the region, if such mobilization were to occur, that could potentially impact the utilization and pricing for our liftboat fleet. Utilization can and has been negatively impacted by local labor disputes and regional conflicts, particularly in West Africa. In the Middle East, we expect healthy demand for liftboats to support increases in construction and well servicing activity levels.

Over the long term, we believe that international liftboat demand will benefit from (i) the aging offshore infrastructure and maturing offshore basins, (ii) desire by our customers to economically produce from these mature basins and service their infrastructure and (iii) the cost advantages of liftboats to perform these services relative to alternatives. Tempering this demand outlook is (i) our expectation of increased competition from newly constructed liftboats and mobilizations of existing liftboats primarily from the U.S. Gulf of Mexico to international markets, (ii) the risk of recurring political, social and union unrest, principally in West Africa and (iii) increased pressure to have local ownership of assets, principally in Nigeria.

**LIQUIDITY AND CAPITAL RESOURCES****Sources and Uses of Cash**

Sources and uses of cash for the nine months ended September 30, 2014 are as follows (in millions):

Net Cash Provided by Operating Activities	\$86.7	
Net Cash Provided by (Used in) Investing Activities:		
Capital Expenditures	(134.6	)
Insurance Proceeds Received	9.1	
Proceeds from Sale of Assets, Net	35.1	
Other	1.1	
Total	(89.3	)
Net Cash Provided by (Used in) Financing Activities:		
Long-term Debt Borrowings	300.0	
Redemption of 7.125% Senior Secured Notes	(300.0	)
Payment of Debt Issuance Costs	(3.9	)
Other	0.1	
Total	(3.8	)
Net Decrease in Cash and Cash Equivalents	\$(6.4	)

**Sources of Liquidity and Financing Arrangements**

Our liquidity is comprised of cash on hand, cash from operations and availability under our revolving credit facility. We also maintain a shelf registration statement covering the future issuance from time to time of various types of securities, including debt and equity securities. Additional debt issuances are subject to certain restrictions in our Credit Agreement and indentures. We currently believe we will have adequate liquidity to fund our operations. However, to the extent we do not generate sufficient cash from operations we may need to raise additional funds through debt, equity offerings or the sale of assets. Furthermore, we may need to raise additional funds through debt or equity offerings or asset sales to refinance existing debt, to fund capital expenditures or for general corporate purposes.

**Cash Requirements and Contractual Obligations**

Our current debt structure is used to fund our business operations.

**Senior Secured Credit Agreement**

On April 3, 2012, we entered into a credit agreement which as amended on July 8, 2013 (the "Credit Agreement") governs our senior secured revolving credit facility (the "Credit Facility"). The Credit Agreement provides for a \$150.0 million senior secured revolving credit facility. As of September 30, 2014, no amounts were outstanding and \$13.5 million in letters of credit had been issued under the Credit Facility, therefore, the remaining availability under this

facility was \$136.5 million. During any period of time that outstanding letters of credit under the Credit Facility exceed \$10 million or there are any revolving borrowings outstanding under the Credit Facility, we will have to maintain compliance with a maximum secured leverage ratio (as defined in the Credit Agreement, being generally computed as the ratio of secured indebtedness to

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consolidated cash flow). The maximum secured leverage ratio is 3.50 to 1.00. As of September 30, 2014, we were in compliance with all covenants under our revolving credit facility.

Our obligations under the Credit Agreement are guaranteed by substantially all of our current domestic subsidiaries (collectively, the "Guarantors"), and the obligations of the Company and the Guarantors are secured by liens on substantially all of the vessels owned by the Company and the Guarantors, together with certain accounts receivable, equity of subsidiaries, equipment and other assets.

**6.75% Senior Notes**

On March 26, 2014, we completed the issuance and sale of \$300.0 million aggregate principal amount of senior notes at a coupon rate of 6.75% ("6.75% Senior Notes") with maturity in April 2022. These notes were sold at par and we received net proceeds from the offering of the notes of approximately \$294.8 million after deducting bank fees and estimated offering expenses. Interest on the notes will accrue from and including March 26, 2014 at a rate of 6.75% per year and is payable semi-annually in arrears on April 1 and October 1 of each year, beginning October 1, 2014. These notes are guaranteed by each of the Guarantors that guarantee our obligations under our Credit Agreement. Prior to April 1, 2017, we may redeem the notes with the net cash proceeds of certain equity offerings, at a redemption price equal to 106.75% of the aggregate principal amount plus accrued and unpaid interest; provided, that (i) after giving effect to any such redemptions, at least 65% of the notes originally issued would remain outstanding immediately after such redemption and (ii) we make such redemption not more than 180 days after consummation of such equity offering. In addition, prior to April 1, 2017, we may redeem all or part of the notes at a price equal to 100% of the aggregate principal amount of the notes to be redeemed, plus the applicable premium, as defined in the indenture, and accrued and unpaid interest.

On or after April 1, 2017, we may redeem all or part of the notes at the redemption prices set forth below, together with accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period beginning April 1 of the years indicated:

Year	Optional Redemption Price
2017	105.063 %
2018	103.375 %
2019	101.688 %
2020 and thereafter	100.000 %

If we experience certain kinds of changes of control, holders of the notes will be entitled to require us to purchase all or any portion of the notes for a cash price equal to 101.0% of the principal amount of the applicable notes, plus accrued and unpaid interest, if any, to the date of purchase. Furthermore, in certain circumstances following an asset sale (as defined in the indenture), we may be required to use the excess proceeds to offer to repurchase the notes at an offer price in cash equal to 100% of their principal amount, plus accrued and unpaid interest.

The 6.75% Senior Notes contain other indenture provisions that are similar to the Credit Agreement and the indentures governing the 8.75% Senior Notes, 7.5% Senior Notes and 10.25% Senior Notes.

**Retirement of 7.125% Senior Secured Notes**

In 2012, we issued \$300.0 million of senior secured notes at a coupon rate of 7.125% ("7.125% Senior Secured Notes") with maturity in April 2017. On March 12, 2014, we commenced a cash tender offer (the "Tender offer") for any and all of the \$300.0 million outstanding aggregate principal amount of our 7.125% Senior Secured Notes. Senior secured notes totaling approximately \$220.1 million were settled on March 26, 2014 for \$232.7 million using a portion of the proceeds from the issuance of the 6.75% Senior Notes. Additionally, on April 29, 2014, we redeemed all \$79.9 million of the remaining outstanding 7.125% Senior Secured Notes for approximately \$84.2 million using the remaining net proceeds from the 6.75% Senior Notes offering, together with cash on hand.

**Loss on Extinguishment of Debt**

During the nine months ended September 30, 2014, we incurred the following charges which are included in Loss on Extinguishment of Debt in the Consolidated Statement of Operations:

• In March 2014, we incurred a pretax charge of \$15.2 million, \$15.2 million net of tax, consisting of a \$12.6 million call premium and \$1.4 million of unamortized debt issuance costs related to the redemption of the 7.125% Senior

Secured Notes, as well as \$1.1 million of bank fees related to the issuance of the 6.75% Senior Notes.

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In April 2014, we incurred a pretax charge of \$4.8 million, \$4.8 million net of tax, consisting of a \$4.3 million call premium and \$0.5 million of unamortized debt issuance costs related to the redemption of the remaining 7.125% Senior Secured Notes.

Insurance and Indemnity

Our drilling contracts provide for varying levels of indemnification from our customers, including for well control and subsurface risks, and in most cases, may require us to indemnify our customers for certain liabilities. Under our drilling contracts, liability with respect to personnel and property is customarily assigned on a “knock-for-knock” basis, which means that we and our customers assume liability for our respective personnel and property, regardless of how the loss or damage to the personnel and property may be caused, and even if we are grossly negligent. However, some of our customers have been reluctant to extend their indemnity obligations in instances where we are grossly negligent. Our customers typically assume responsibility for and agree to indemnify us from any loss or liability resulting from pollution or contamination, including clean-up and removal and third-party damages arising from operations under the contract and originating below the surface of the water, including as a result of blowouts or cratering of the well (“Blowout Liability”). The customer’s assumption for Blowout Liability may, in certain circumstances, be contractually limited or could be determined to be unenforceable in the event of our gross negligence, willful misconduct or other egregious conduct. In addition, we may not be indemnified for statutory penalties and punitive damages relating to such pollution or contamination events. We generally indemnify the customer for the consequences of spills of industrial waste or other liquids originating solely above the surface of the water and emanating from our rigs or vessels.

We maintain insurance coverage that includes coverage for physical damage, third party liability, workers’ compensation and employer’s liability, general liability, vessel pollution and other coverages. Effective May 1, 2014, we completed the annual renewal of all of our key insurance policies. Our insurance policies typically consist of twelve-month policy periods, and the next renewal date for our insurance program is scheduled for May 1, 2015. We paid \$42.9 million in the second quarter of 2014 for our insurance renewals.

Primary Marine Package Coverage

Our primary marine package provides for hull and machinery coverage for substantially all of our rigs (excluding Hercules Triumph and Hercules Resilience which are covered under separate policies, discussed below) and liftboats up to a scheduled value of each asset. The marine package includes protection and indemnity and maritime employer’s liability coverage for marine crew personal injury and death and certain operational liabilities. The major coverages of this package include the following:

Events of Coverage

- Total maximum amount of hull and machinery coverage;
- Deductible for events that are not caused by a U.S. Gulf of Mexico named windstorm;
- Deductible for events that are caused by a U.S. Gulf of Mexico named windstorm;
- Maritime employer liability (crew liability);
- Personal injury and death of third parties;
- Limitations for coverage for losses caused in U.S. Gulf of Mexico named windstorms; and
- Vessel pollution emanating from our vessels and drilling rigs.

Coverage Amounts and Deductibles

- \$1.6 billion;
- \$5.0 million and \$1.0 million per occurrence for drilling rigs and liftboats, respectively;
- \$25.0 million;
- \$5.0 million self-insured retention with excess liability coverage up to \$200.0 million;
- Primary and excess coverage of \$25.0 million per occurrence with additional excess liability coverage up to \$200.0 million, subject to a \$250,000 per occurrence deductible;
- Annual aggregate limit of liability of \$75.0 million for property damage and liability coverage, including removal of wreck liability coverage; and
- Primary limits of \$5.0 million up to \$17.1 million per occurrence and excess liability coverage up to \$200.0 million.

Control-of-well events generally include an unintended flow from the well that cannot be contained by equipment on site (e.g., a blow-out preventer), by increasing the weight of the drilling fluid, or that does not naturally close itself off through what is typically described as "bridging over". We carry a contractor's extra expense policy with \$50.0 million primary liability coverage for well control costs, pollution and expenses incurred to redrill wild or lost wells, with excess liability coverage up to \$200.0 million for pollution liability that is covered in the primary policy. The policies are subject to exclusions, limitations, deductibles, self-insured retention and other conditions, including the requirement for Company gross negligence or willful misconduct.



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Hercules Triumph and Hercules Resilience Marine Package Coverage

We have separate primary marine packages for Hercules Triumph and Hercules Resilience that each provides the following:

Events of Coverage	Coverage Amounts and Deductibles
- Total maximum amount of hull and machinery coverage;	- \$250.0 million per rig;
- Deductible	- \$2.5 million per occurrence per rig;
- Extended contractual liability, including subsea activities, property and personnel, clean up costs (primary coverage);	- \$25.0 million per occurrence;
- Pollution-by-blowout coverage (primary coverage); and	-\$10.0 million per occurrence; and
- Operational protection and indemnity coverage and excess coverage.	- \$500.0 million per rig, subject to a \$50,000 per occurrence deductible for claims originating outside the U.S. and a \$250,000 per occurrence deductible for claims originating in the U.S.

Adequacy of Insurance Coverage

We are responsible for the deductible portion of our insurance coverage. Management believes adequate accruals have been made on known and estimated exposures up to the deductible portion of our insurance coverage. Management believes that claims and liabilities in excess of the amounts accrued are adequately insured. However, our insurance is subject to exclusions and limitations, and there is no assurance that such coverage will adequately protect us against liability from all potential consequences. In addition, there is no assurance of renewal or the ability to obtain coverage acceptable to us.

Hercules 265 Incident and Settlement of Property Damage Insurance Claim

In July 2013, our jackup drilling rig Hercules 265, a 250' mat-supported cantilevered unit operating in the U.S. Gulf of Mexico Outer Continental Shelf lease block South Timbalier 220, experienced a well control incident. The rig sustained substantial damage in the incident and our insurance underwriters determined that the rig was a constructive total loss. The cause of the incident is unknown but is under investigation. We also have removal of wreck coverage up to a total amount of \$110.0 million. During the second quarter of 2014, we received gross proceeds of \$9.1 million from the insurance underwriters as reimbursement for a portion of the wreck removal and related costs incurred to date, and used \$2.0 million to repurchase the Hercules 265 hull from the insurance underwriters. We and our insurance underwriters continue to negotiate the insurance recovery amounts for costs related to the salvage of the rig and certain other insured losses.

Capital Expenditures

We currently expect total capital expenditures during the fourth quarter 2014 to approximate \$15 million. Our preliminary estimate for 2015 capital expenditures is approximately \$120 million to \$130 million, including approximately \$40 million related to the Hercules Highlander. Planned capital expenditures also include items related to general maintenance, regulatory, refurbishment, upgrades and contract specific modifications to our rigs and liftboats. Changes in timing of certain planned capital expenditure projects may result in a shift of spending levels beyond the aforementioned periods.

From time to time, we may review possible acquisitions of rigs, liftboats or businesses, joint ventures, mergers or other business combinations, and we may have outstanding from time to time bids to acquire certain assets from other companies. We may not, however, be successful in our acquisition efforts. If we acquire additional assets, we would expect that our ongoing capital expenditures as a whole would increase in order to maintain our equipment in a competitive condition.

Our ability to fund capital expenditures would be adversely affected if conditions deteriorate in our business.

Contractual Obligations

Our contractual obligations and commitments principally include obligations associated with our outstanding indebtedness, certain income tax liabilities, bank guarantees, letters of credit, future minimum operating lease

obligations, purchase commitments and management compensation obligations. Except for the following, during the first nine months of 2014, there were no material changes outside the ordinary course of business in the specified contractual obligations.

Settled \$9.6 million of insurance notes payable outstanding at December 31, 2013;

Retired \$300.0 million aggregate principal amount of the 7.125% Senior Secured Notes (See Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources-Cash Requirements and Contractual Obligations");

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Issued \$300.0 million aggregate principal amount of 6.75% Senior Notes due 2022 (See Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources-Cash Requirements and Contractual Obligations"); and

Signed a newbuild rig construction contract with JSL in May 2014 (See Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations-Overview").

For additional information about our contractual obligations as of December 31, 2013, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources-Contractual Obligations" in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013.

Accounting Pronouncements

See Note 12 to our condensed consolidated financial statements included elsewhere in this report.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended ("the Securities Act"), and Section 21E of the Exchange Act that are applicable to us and our business. All statements, other than statements of historical fact, included in this quarterly report, including statements that address outlook, activities, events or developments that we intend, contemplate, estimate, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. These include such matters as:

- our levels of indebtedness, covenant compliance and access to capital under current market conditions;
- our ability to enter into new contracts for our rigs and liftboats, including the Hercules Triumph and Hercules Resilience, and future utilization rates and dayrates for the units;
- our ability to renew or extend our contracts, or enter into new contracts, when such contracts expire;
- demand for our rigs and our liftboats;
- activity levels of our customers and their expectations of future energy prices and ability to obtain drilling permits in an efficient manner or at all;
- sufficiency and availability of funds for required capital expenditures, working capital and debt service;
- our ability to close the sale and purchase of assets on time;
- expected completion times for our repair, refurbishment and upgrade projects;
- our ability to complete our shipyard projects incident free;
- our ability to complete our shipyard projects on time to avoid cost overruns and contract penalties;
- our ability to effectively reactivate rigs that we have stacked;
  - the timing and cost of shipyard projects and refurbishments and the return of idle rigs to work;
- our plans to increase international operations;
- expected useful lives of our rigs and liftboats;
- future capital expenditures and refurbishment, reactivation, transportation, repair and upgrade costs;
- liabilities and restrictions under applicable laws of the jurisdictions in which we operate and regulations protecting the environment;
  - expected outcomes of litigation, investigations, claims, disputes and tax audits and their expected effects on our financial condition and results of operations;
- the existence of insurance coverage and the extent of recovery from our insurance underwriters for claims made under our insurance policies; and
- expectations regarding offshore drilling and liftboat activity and dayrates, market conditions, demand for our rigs and liftboats, operating revenue, operating and maintenance expense, insurance coverage, insurance expense and deductibles, interest expense, debt levels and other matters with regard to outlook and future earnings.

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We have based these statements on our assumptions and analyses in light of our experience and perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate in the circumstances. Forward-looking statements by their nature involve substantial risks and uncertainties that could significantly affect expected results, and actual future results could differ materially from those described in such statements. Although it is not possible to identify all factors, we continue to face many risks and uncertainties. Among the factors that could cause actual future results to differ materially are the risks and uncertainties described under "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013, Item 1A of Part II of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and Item 1A of Part II of this quarterly report and the following:

- oil and natural gas prices and industry expectations about future prices;
- levels of oil and gas exploration and production spending;
- demand for and supply of offshore drilling rigs and liftboats;
- our ability to enter into and the terms of future contracts;
- the adequacy and costs of sources of credit and liquidity;
- our ability to collect receivables due from our customers;
- the worldwide military and political environment, uncertainty or instability resulting from an escalation or additional outbreak of armed hostilities or other crises in the Middle East, North Africa, West Africa, Asia, Eastern Europe and other oil and natural gas producing regions or acts of terrorism or piracy;
- the ability of our customers in the U.S. Gulf of Mexico to obtain drilling permits in an efficient manner or at all;
- the impact of governmental laws and regulations, including laws and regulations in the U.S. Gulf of Mexico following the Macondo well incident;
- our ability to obtain in a timely manner visas and work permits for our employees working in international jurisdictions;
- the impact of local content and cabotage laws and regulations in international jurisdictions in which we operate, particularly Nigeria;
- the impact of tax laws, regulations, interpretations and audits in jurisdictions where we conduct business;
- uncertainties relating to the level of activity in offshore oil and natural gas exploration, development and production;
- competition and market conditions in the contract drilling and liftboat industries;
- the availability of skilled personnel and the rising cost of labor;
- labor relations and work stoppages, particularly in the Nigerian labor environment;
- operating hazards such as hurricanes, severe weather and seas, fires, cratering, blowouts and other well control incidents, war, terrorism and cancellation or unavailability of insurance coverage or insufficient insurance coverage;
- the impact of public health outbreaks;
- the enforceability and interpretations of indemnity and liability provisions contained in our drilling contracts, particularly in the U.S. Gulf of Mexico;
- the effect of litigation, investigations, audits and contingencies; and
- our inability to achieve our plans or carry out our strategy.

Many of these factors are beyond our ability to control or predict. Any of these factors, or a combination of these factors, could materially affect our future financial condition or results of operations and the ultimate accuracy of the forward-looking statements. These forward-looking statements are not guarantees of our future performance, and our actual results and future developments may differ materially from those projected in the forward-looking statements. Management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or prior earnings levels. In addition, each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements except as required by applicable law.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We believe our exposure to market risk has not changed materially from that disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013. For quantitative and qualitative disclosures about market risk, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk", of such report.



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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and our chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Our chief executive officer and chief financial officer evaluated whether our disclosure controls and procedures as of the end of the period covered by this report were designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective to achieve the foregoing objectives as of the end of the period covered by this report.

There were no changes in our internal control over financial reporting that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth under the caption "Legal Proceedings" in Note 11 of the Notes to the Unaudited Consolidated Financial Statements in Item 1 of Part 1 of this report is incorporated by reference in response to this item.

ITEM 1A. RISK FACTORS

Except for the additional disclosures set forth below, for additional information about our risk factors, see Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013 and Item 1A of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

Public health threats could have a material adverse effect on our operations and our financial results.

Public health threats, such as the Ebola virus, and other highly communicable diseases, outbreaks of which have already occurred in various parts of the world near where we operate, could adversely impact our operations, the operations of our customers and the global economy, including the worldwide demand for oil and natural gas and the level of demand for our services. Any quarantine of personnel, restrictions on travel to or from countries in which we operate, or inability to access our offices, rigs or liftboats could adversely affect our operations. Travel restrictions, operational problems or large-scale social unrest in any part of the world in which we operate, or any reduction in the demand for drilling or liftboat services caused by public health threats in the future, may materially impact operations and adversely affect our financial results.

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## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth for the periods indicated certain information with respect to our purchases of our common stock:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan (2)	Maximum Number of Shares That May Yet Be Purchased Under the Plan (2)
July 1-31, 2014	1,287	\$4.02	N/A	N/A
August 1-31, 2014	3,373	3.24	N/A	N/A
September 1-30, 2014	329	2.96	N/A	N/A
Total	4,989	3.43	N/A	N/A

Represents the surrender of shares of our common stock to satisfy tax withholding obligations in connection with (1) the vesting of restricted stock issued to employees under our stockholder-approved 2004 Amended and Restated Long-Term Incentive Plan.

(2) We did not have at any time during the quarter, and currently do not have, a share repurchase program in place.

## ITEM 6. EXHIBITS

- \*31.1 — Certification of Chief Executive Officer of Hercules pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \*31.2 — Certification of Chief Financial Officer of Hercules pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \*32.1 — Certification of the Chief Executive Officer and the Chief Financial Officer of Hercules pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- \*101.INS — XBRL Instance Document
- \*101.SCH — XBRL Schema Document
- \*101.CAL — XBRL Calculation Linkbase Document
- \*101.DEF — XBRL Definition Linkbase Document
- \*101.LAB — XBRL Label Linkbase Document
- \*101.PRE — XBRL Presentation Linkbase Document

\* Filed herewith.

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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, thereunto duly authorized.

HERCULES OFFSHORE, INC.

By: /S/ John T. Rynd  
John T. Rynd  
Chief Executive Officer and President  
(Principal Executive Officer)

By: /S/ Stephen M. Butz  
Stephen M. Butz  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

By: /S/ Troy L. Carson  
Troy L. Carson  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

Date: October 23, 2014