

HERCULES OFFSHORE, INC.
 Form 3
 November 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|--|--|--|--------------------------------------|---|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Centerbridge Credit Partners, L.P. (Last) (First) (Middle) | | | (Month/Day/Year) | HERCULES OFFSHORE, INC. [HERO] | |
| 375 PARK AVENUE,Â 12TH FLOOR | | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10152 | | | | <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) | <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) |
| (City) (State) (Zip) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 893,593 | D <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | Â |
| Common Stock | 1,710,353 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Centerbridge Credit Partners, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |
| Centerbridge Credit Partners General Partner, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |
| Centerbridge Credit GP Investors, L.L.C. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |
| Centerbridge Credit Partners Master, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |
| Centerbridge Credit Partners Offshore General Partner, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |
| Centerbridge Credit Offshore GP Investors, L.L.C. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |
| Gallogly Mark T 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |
| Aronson Jeffrey 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | ^ | ^ X | ^ | ^ |

Signatures

Centerbridge Credit Partners, L.P., By: Centerbridge Credit Partners General Partner, L.P., its general partner, By: Centerbridge Credit GP Investors, L.L.C., its general partner, By: /s/ Jeffrey H. Aronson, Authorized Signatory

11/19/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) These shares of Common Stock are held by Centerbridge Credit Partners, L.P. ("Credit Partners").
- (2) These shares of Common Stock are held by Centerbridge Credit Partners Master, L.P. ("Credit Partners Master" and, together with Credit Partners, the "Centerbridge Funds").

Centerbridge Credit GP Investors, L.L.C. ("GP Investors") is the general partner of Centerbridge Credit Partners General Partner, L.P. ("Credit GP"), which, in turn, is the general partner of Credit Partners, and, as such GP Investors and Credit GP may be deemed to

- (3) beneficially own the securities held by Credit Partners. Centerbridge Credit Offshore GP Investors, L.L.C. ("Offshore GP Investors") is the general partner of Centerbridge Credit Partners Offshore General Partner, L.P. ("Offshore GP" and collectively with the Centerbridge Funds, GP Investors, Credit GP, Offshore GP Investors, Mark T. Gallogly and Jeffrey H. Aronson, the "Reporting Persons" and each, a "Reporting Person"), which, in turn, is the general partner of Credit Partners Master, and, as such Offshore GP Investors and Offshore GP may be deemed to beneficially own the securities held by Credit Partners Master. (Continued in footnote 4)

- (4) . Messrs. Gallogly and Aronson are the managing members of each of GP Investors and Offshore GP Investors, and, as such may be deemed to beneficially own the securities held by the Centerbridge Funds.

The filing of this statement by the Reporting Persons shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, such Reporting Persons are the beneficial owners of the securities reported herein and each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Act, except to the extent of such Reporting Person's pecuniary interest therein.

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