
Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on February 28, 2017

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

Atwood Oceanics, Inc.

(Exact name of registrant as specified in charter)

Texas
(State or other jurisdiction of
incorporation or organization)

74-1611874
(I.R.S. Employer
Identification Number)

15011 Katy Freeway, Suite 800
Houston, Texas 77094
(281) 749-7800

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

Atwood Oceanics, Inc. 2013 Long-Term Incentive Plan
(Full titles of the plan)

Walter A. Baker
Senior Vice President, General Counsel and Corporate Secretary
Atwood Oceanics, Inc.
15011 Katy Freeway, Suite 800
Houston, Texas 77094
(281) 749-7800

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

With a copy to:

Jeremy L. Moore
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002-4995
(713) 229-1234

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 (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common stock, par value \$1.00	550,000	\$5,758,500	\$10.47	\$667.41

- (1) Includes common stock to be issued pursuant to the Atwood Oceanics, Inc. 2013 Long-Term Incentive Plan, as amended and restated (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 shall also cover any additional shares of common stock in respect of the securities identified in the above table as a result of any anti-dilution provisions of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low sales prices of the common stock on February 23, 2017, as quoted on the New York Stock Exchange.
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REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Atwood Oceanics, Inc. (the “Company”) pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 550,000 shares of its common stock, par value \$1.00 per share, pursuant to its 2013 Long-Term Incentive Plan (the “Plan”). The board of directors of the Company recommended for approval and, on February 15, 2017, the stockholders of the Company approved an amendment and restatement of the Plan that, among other things, increased the number of shares available for issuance under the Plan from 4,500,000 to 5,050,000. The contents of the Registration Statements on Form S-8 of the Company filed on February 14, 2013 (No. 333-186681) and February 24, 2016 (No. 333-209686) relating to the Plan are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 28th day of February, 2017.

Atwood Oceanics, Inc.

By: /s/ Robert J. Saltiel

Robert J. Saltiel
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Robert J. Saltiel, Mark W. Smith and Walter A. Baker, and each of them severally, each of whom may act without the joinder of the others, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 28th day of February, 2017.

<u>Signature</u>	<u>Title</u>
<u>/s/ Robert J. Saltiel</u> Robert J. Saltiel	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Mark W. Smith</u> Mark W. Smith	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>
<u>/s/ George S. Dotson</u> George S. Dotson	Director
<u>/s/ Jack E. Golden</u> Jack E. Golden	Director
<u>/s/ Hans Helmerich</u> Hans Helmerich	Director
<u>/s/ Jeffrey A. Miller</u> Jeffrey A. Miller	Director
<u>/s/ James R. Montague</u> James R. Montague	Director
<u>/s/ Phil D. Wedemeyer</u> Phil D. Wedemeyer	Director

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
4.1*	Amended and Restated Certificate of Formation dated February 14, 2013 (incorporated by reference to Exhibit 3.1 to Atwood Oceanics, Inc.'s Form 8-K filed on February 14, 2013).
4.2*	Amendment No. 1 to Amended and Restated Certificate of Formation dated February 19, 2014 (incorporated herein by reference to Exhibit 3.1 of Atwood Oceanics, Inc.'s Form 8-K filed on February 21, 2014).
4.3*	By-Laws of Atwood Oceanics, Inc. effective March 7, 2013 (incorporated by reference to Exhibit 3.1 to Atwood Oceanics, Inc.'s Current Report on Form 8-K filed on March 7, 2013).
4.4*	Atwood Oceanics, Inc. 2013 Long-Term Incentive Plan, as amended and restated (incorporated by reference to Appendix A to Atwood Oceanics, Inc.'s definitive proxy statement on Schedule 14A filed on January 9, 2017).
5.1	Opinion of Baker Botts L.L.P.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page herein).

* Incorporated herein by reference as indicated.

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

BAKER BOTTS LLP

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SAN FRANCISCO
WASHINGTON

February 28, 2017

Atwood Oceanics, Inc.
15011 Katy Freeway, Suite 800
Houston, Texas 77094

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by Atwood Oceanics, Inc., a Texas corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to 550,000 shares (the "Shares") of common stock, par value \$1.00 per share, of the Company ("Common Stock") issuable pursuant to the Company's 2013 Long-Term Incentive Plan, as amended and restated (the "Incentive Plan"), certain legal matters with respect to the Shares are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the Amended and Restated Certificate of Formation and By-laws of the Company, each as amended to date, the Incentive Plan, corporate records of the Company, including minute books of the Company, as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. In giving the opinions below, we have assumed, without independent investigation, that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete. In addition, we have assumed for purposes of this opinion that the consideration received by the Company for the Shares will be not less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, when issued by the Company pursuant to the provisions of the Incentive Plan following due authorization of a particular award thereunder by the Board of Directors of the Company or a duly constituted and acting committee thereof (the "Board") as provided in and in accordance with the Incentive Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company; and upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Incentive Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to

the authority of the Board as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and non-assessable.

The opinions set forth above are limited in all respects to matters of the laws of the State of Texas, as in effect on the date hereof.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

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Section 3: EX-23.1 (EX-23.1)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 15, 2016 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Atwood Oceanics, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2016.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
February 28, 2017

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