
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 6, 2013

SUPERIOR ENERGY SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction)

001-34037
(Commission
File Number)

75-2379388
(IRS Employer
Identification No.)

1001 Louisiana Street, Suite 2900, Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

(713) 654-2200
(Registrant's telephone number, including area code)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e)

2013 Stock Incentive Plan

On June 6, 2013, the stockholders of Superior Energy Services, Inc. (the “Company”) approved the 2013 Stock Incentive Plan (the “Plan”). The purpose of the Plan is to increase stockholder value and to advance the interests of the Company and its subsidiaries by furnishing stock-based economic incentives designed to attract, retain, reward and motivate officers, directors, employees, consultants and advisors to the Company and to strengthen the mutuality of interests between service providers and our stockholders.

The Compensation Committee (or a subcommittee) will generally administer the Plan, and has the authority to make awards under the Plan, including setting the terms of the awards. The Compensation Committee will also generally have the authority to interpret the Plan, to establish any rules or regulations relating to the Plan that it determines to be appropriate and to make any other determination that it believes necessary or advisable for proper administration of the Plan.

The types of awards that may be granted under the Plan include stock options, restricted stock, restricted stock units, stock appreciation rights and other stock-based awards. The maximum number of shares of our common stock with respect to which awards may be granted under the Plan is 8,000,000. The Plan uses a fungible share design, which means that each share issued subject to a stock option or SAR counts as one share against the Plan limit and each share issued subject to any other incentive (the full value awards) counts as 1.6 shares against the Plan limit. No individual may receive in any fiscal year awards under the Plan, whether payable in cash or shares, that relate to more than 1,000,000 shares of our common stock. Further, the maximum value of an “other stock-based award” that is valued in dollars and that is scheduled to be paid out to a participant in any calendar year is \$10,000,000.

The Plan may be amended or terminated at any time by the Company’s Board of Directors (the “Board”), subject to the requirement that certain amendments may not be made without stockholder approval. In addition, no amendment may materially impair an award previously granted without the consent of the recipient. Unless terminated sooner, no awards will be made under the Plan after June 6, 2023.

For further information regarding the Plan, see the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2013. The information included herein relating to the Plan is qualified in its entirety by reference to the actual terms of the Plan, which is included as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

2013 Employee Stock Purchase Plan

On June 6, 2013, the stockholders of the Company approved the 2013 Employee Stock Purchase Plan (the “ESPP”). The ESPP permits eligible employees to purchase shares of the Company’s common stock at a discount during six-month offering periods beginning on January 1 and July 1 of each year and ending on June 30 and December 31 of each year, respectively (the “Offering Periods”). Eligible employees may purchase shares through payroll deductions of up to 10% of total compensation per pay period, but may purchase no more than 1,000 shares of common stock in any Offering Period. The price paid by the employees equal to 85% of the fair market value of the common stock on first trading day of the Offering Period or the last trading day of the Offering Period, whichever is less. The maximum aggregate number of shares of common stock that may be purchased through the ESPP is 3,000,000 shares. The ESPP will go into effect on July 1, 2013. The Company’s executive officers are eligible to participate in the ESPP under the same terms and conditions as other plan participants.

For further information regarding the ESPP, see the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2013. The information included herein relating to the ESPP is qualified in its entirety by reference to the actual terms of the ESPP, which is included as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Effective June 6, 2013, the Company amended its certificate of incorporation pursuant to a Certificate of Amendment to remove restrictions on ownership and control of the Company’s capital stock by non-U.S. citizens. Except for the foregoing amendment, the other terms and provisions of the Company’s certificate of incorporation remain unchanged.

The foregoing description of the Certificate of Amendment is a summary only and is qualified in its entirety by the full text of the Certificate of Amendment which is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provisions of the Code of Ethics.

(a) On June 6, 2013, the Board adopted a revised Code of Business Ethics and Conduct (the “Code”), effective as of such date, that applies to all of the Company’s directors, officers and employees, as well as to directors, officers and employees of each subsidiary of the Company. The Code was revised in connection with the Board’s normal periodic review of Company policies and the revisions, among other things, (1) enhance its overall readability and understanding, (2) include a provision on open door communication, and (3) clarify the exceptions and waivers procedures. The adoption of the revised Code did not result in any waiver, explicit or implicit, of any provision of the Company’s previous Code.

The foregoing description of the amendments to the Company’s Code does not purport to be complete and is qualified in its entirety by reference to the full text of the Code of Business Ethics and Conduct, a copy of which is included as Exhibit 14.1 to this Current Report on Form 8-K and is incorporated herein by reference. A copy of the Code is also available free of charge on the Company’s website (www.superiorenergy.com).

Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of stockholders (the “Annual Meeting”) of the Company was held on June 6, 2013. As of the record date for the Annual Meeting, April 19, 2013, the Company had 159,526,281 shares of common stock outstanding, each of which was entitled to one vote at the Annual Meeting. The Company’s stockholders voted on the following six proposals at the Annual Meeting, casting their votes as described below.

Proposal 1 – Election of Directors. Each of the individuals listed below was elected at the Annual Meeting to serve a one-year term on the Board.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-votes</u>
Harold J. Bouillion	123,529,351	8,690,696	9,835,351
Enoch L. Dawkins	111,649,578	20,570,469	9,835,351
David D. Dunlap	127,463,745	4,756,302	9,835,351
James M. Funk	122,943,539	9,276,508	9,835,351
Terence E. Hall	128,759,077	3,460,970	9,835,351
Ernest E. Howard, III	115,805,331	16,414,716	9,835,351
Peter D. Kinnear	129,090,159	3,129,888	9,835,351
Michael M. McShane	122,884,902	9,335,145	9,835,351
W. Matt Ralls	121,645,634	10,574,413	9,835,351
Justin L. Sullivan	128,553,616	3,666,431	9,835,351

Proposal 2 – Advisory Say-on-Pay Vote. Proposal 2 was an advisory vote on executive compensation as disclosed in the proxy statement for the Annual Meeting. This advisory vote was approved.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-votes</u>
88,594,718	43,333,410	291,918	9,835,352

Proposal 3 – Adoption of the 2013 Stock Incentive Plan. Proposal 3 was a proposal to approve the adoption of the 2013 Stock Incentive Plan. This proposal was approved.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-votes</u>
126,571,465	5,395,417	253,165	9,835,351

Proposal 4 – Adoption of the 2013 Employee Stock Purchase Plan. Proposal 4 was a proposal to approve the adoption of the 2013 Employee Stock Purchase Plan. This proposal was approved.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-votes</u>
131,288,195	694,159	237,692	9,835,352

Proposal 5 – Adoption of the Charter Amendment. Proposal 5 was a proposal to approve an amendment to the Company's certificate of incorporation as disclosed in the proxy statement for the Annual Meeting. This proposal was approved.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-votes</u>
131,489,209	433,777	297,060	9,835,352

Proposal 6 – Ratification of Retention of Auditors. Proposal 6 was a proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013. This proposal was approved.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
140,841,298	974,720	239,379

Item 8.01 Other Events

As previously reported, the Company implemented a new executive change of control severance program in December 2012, which will become effective on June 15, 2013, unless the Company exercises its unilateral right to cancel the program prior to that date. We incorporated this discretion into the program in order to allow time and flexibility for us to assess our stockholders' views of the program and respond to those views as we believed appropriate. As noted in our proxy filings, both prior to and following implementation of the program, we worked extensively to engage our largest investors and advisory firms in discussions in an effort to ensure that we understood and addressed, if possible, their concerns and considerations.

As reported in Item 5.07, at the Annual Meeting our stockholders approved the advisory say-on-pay proposal, with approximately 67% of the shares present and entitled to vote supporting the proposal. In particular, nine of our ten largest investors, representing approximately 40% of our outstanding shares, voted in support of the advisory say-on-pay proposal. Based on the conversations we have had with our large investors, we believe this vote reflected our stockholders' support of the new program. As such, we have elected not to cancel the program and it will become effective on June 15, 2013. We understand that there are continuing concerns among some investors and advisory groups, and we intend to continue our discussions in the coming months in order to gain further insight into their views of the program and our current executive compensation policies and practices.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation of Superior Energy Services, Inc., dated June 6, 2013.
10.1	Superior Energy Services, Inc. 2013 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form S-8 filed June 6, 2013).
10.2	Superior Energy Services, Inc. 2013 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.2 of the Company's Registration Statement on Form S-8 filed June 6, 2013).
14.1	Code of Business Ethics and Conduct, as adopted June 6, 2013.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SUPERIOR ENERGY SERVICES, INC.**

Superior Energy Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: At a meeting of the Board of Directors of the Corporation held on March 13, 2013, resolutions were duly adopted setting forth the proposed amendment to the Certificate of Incorporation of the Corporation to remove in its entirety Article TWELFTH thereof, declaring said amendment to be advisable and directing that the proposed amendment be considered at the next annual meeting of the Corporation's stockholders.

SECOND: On June 6, 2013, at a meeting called and held in accordance with Section 222 of the General Corporation Law of the State of Delaware, the stockholders of the Corporation by a majority of the outstanding shares of stock entitled to vote thereon voted for the proposal to delete, in its entirety, Article TWELFTH of the Certificate of Incorporation.

THIRD: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Superior Energy Services, Inc. has caused this Certificate of Amendment to be duly executed in its corporate name this 6th day of June, 2013.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ David D. Dunlap

Name: David D. Dunlap

Title: President and Chief Executive Officer

SUPERIOR ENERGY SERVICES, INC.
CODE OF BUSINESS ETHICS AND CONDUCT

Introduction

This Code of Business Ethics and Conduct applies to all Superior Energy directors, officers and employees, as well as to directors, officers and employees of each subsidiary of Superior Energy (collectively, "Superior").

Superior is proud of the values with which it conducts business. It has and will continue to uphold the highest standards of business ethics and personal integrity. To this end, this Code serves to emphasize (i) Superior's commitment to ethics and compliance with the law, (ii) set forth basic standards of ethical and legal behavior, (iii) provide reporting mechanisms for known or suspected ethical or legal violations and (iv) help prevent and detect wrongdoing.

While ethical behavior requires full compliance with all laws and regulations, "compliance" with the law is the minimum standard to which Superior personnel should hold themselves. We all have a responsibility to honor not just the letter of existing laws, but the spirit that underlies them by basing our decisions on legal and regulatory rules, this Code and our values. At Superior, ethical behavior is inseparable from integrity and good judgment.

Our strong commitment to ethical business decisions requires that all Superior personnel are familiar with and abide by the standards set forth in the Code. It is the responsibility of each management-level employee to ensure compliance with the Code by those employees under his or her supervision. Each management-level employee will be required to provide an annual certification of compliance with this Code by his or her business unit. Due to the high importance placed on this Code by Superior and the serious effects which could result from the violation of its standards, individuals who violate this Code will be subject to immediate discipline, which may include discharge.

Compliance with Laws

The policy of Superior is to comply with the laws of each country in which we do business. All Superior personnel must comply with applicable laws, rules and regulations of each country. It is the personal responsibility of each employee, officer and director to adhere to and comply with those laws, rules and regulations applicable to his or her duties. Any employee who does not adhere to all of these laws, rules and regulations is acting outside the scope of his or her employment.

Superior has created an Insider Trading Policy and an Anti-Corruption Compliance Policy which further enforce its commitment to compliance with laws. All Superior personnel must familiarize themselves with these policies and comply in all respect with their terms.

Conflicts of Interest

The policy of Superior is that directors, officers and employees must always act in the best interests of Superior. This means that business decisions should be made free from conflicts of interest. A conflict of interest can exist when a person takes actions or has private interests that may interfere in any way with the interests of Superior. A conflict can arise when a person takes action or has interests that may interfere with his or her objective and effective performance of work for Superior. Conflicts of interest may also arise when a person, or members of his or her family, receives improper personal benefits as a result of his or her position with Superior. In those situations, Superior personnel should put the interests of Superior first. However, there are certain situations that will always constitute a conflict of interest and should be avoided without prior approval as described under "Exceptions and Waivers," below. These situations occur when an employee, officer or director or any person having a personal relationship with them:

- obtains a financial or other beneficial interest in one of Superior's customers, suppliers or competitors (other than the ownership of 1% or less of publicly traded securities);
- engages in a personal business transaction involving Superior that aren't available to other similarly situated employees;
- accepts money, gifts (excluding gifts of nominal value), excessive hospitality, loans (excluding loans from financial institutions at prevailing market rates) or other special treatment from any customer, supplier or competitor of Superior;
- participates in any sale, loan or gift of Superior property; or
- learns of a business opportunity through association with Superior and discloses such opportunity to a third party or invests in such opportunity without first offering it to Superior.

Conflicts of interest are not always clear-cut. Any employee with a question should consult with his or her supervisor or, if circumstances warrant, Superior's Director of Ethics and Compliance, Chief Financial Officer, General Counsel, or comply with the procedures specified under "Procedures and Open Door Communication" below.

All directors and executive officers of Superior shall disclose any material transaction or relationship that reasonably could be expected to give a rise to such a conflict to the Chairman of Superior's Audit Committee. No action may be taken with respect to any such transaction or party unless and until such action has been approved by the Audit Committee and, if appropriate, the Board of Directors.

Irregular Activities

Consistent with Superior's pursuit of the highest ethical standards, misappropriation, fraud and other similar irregularities by employees are strictly prohibited. Examples of these types of activities include, but are not limited to:

- any dishonest or fraudulent act;
- embezzlement;
- forgery or alteration of checks or other negotiable instruments of Superior;
- receiving or paying any bribes or kickbacks;
- misappropriation of Superior's property, services or employees;
- personal use of cash, supplies or other property of Superior;
- disclosure of confidential or proprietary Superior information;
- failing to accurately and completely maintain Superior's books and records; and
- falsification of Superior records.

If an employee is uncertain whether his or her conduct may constitute fraud, or if an employee is directed to take any action that he or she reasonably believes will constitute fraud, they should immediately contact their supervisor or manager or, if circumstances warrant, Superior's Director of Ethics and Compliance, Chief Financial Officer or General Counsel or consult the procedures described under "Procedures and Open Door Communication" below.

Gifts and Entertainment

Superior's employees, and persons having a personal relationship with them, are prohibited from giving to or accepting from people or companies doing business with Superior any gifts or entertainment that are not customarily given to similarly situated persons in Superior's lines of business. Gifts that are nominal and customary are acceptable. Cash in any form, including gift cards, is strictly prohibited. If you are uncertain whether a gift you have been offered or plan to give is appropriate, contact the Ethics and Compliance Department for assistance. Moreover, an employee should not offer anything if he or she knows that the intended recipient is prohibited from accepting it by the intended recipient's own business code of conduct or similar policy.

Nothing in this Code is intended to prohibit employees from spending reasonable amounts for meals and other entertainment of customers and suppliers, which are ordinary and customary in Superior's lines of business. However, employees must be aware that the purpose of entertainment and gifts is to create goodwill and foster good working relationships.

Code of Ethics for Senior Financial Officers

The honesty, integrity and sound judgment of Superior's Chief Executive Officer, Chief Financial Officer, Controller and persons performing similar functions, is fundamental to the reputation and success of Superior. To the best of their knowledge and ability, the Chief Executive Officer, the Chief Financial Officer and those officers of Superior performing accounting, financial management or similar functions for each subsidiary must:

- act with honesty and integrity, avoid actual or apparent conflicts of interest in personal and professional relationships, and disclose to the Audit Committee any material transaction or other relationship that reasonably could be expected to give rise to such a conflict;
- provide colleagues with information that is accurate, complete, objective, relevant, timely and understandable;
- provide full, fair, accurate, timely, and understandable disclosure in reports and documents that Superior files with, or submits to, the Securities and Exchange Commission and other public communications made by Superior;
- comply with all applicable laws, rules and regulations and other appropriate private and public regulatory agencies;
- act in good faith, with due care, competence and diligence, without misrepresenting material facts;
- proactively promote ethical and honest behavior within Superior; and
- assure responsible use of and control of all assets, resources and information of Superior.

Any senior financial officer that the Audit Committee determines has failed to comply fully with the points listed above will be deemed to have willfully failed to perform his or her duties, and shall be subject to termination for cause or other disciplinary action.

Political Contributions and Activities

Superior does not make contributions of any kind (including the use of Superior property, equipment or other assets) or lend its name to political candidates or parties, except as may be permitted under applicable law and approved in accordance with procedures approved by the Chief Executive Officer.

Employees are free to make political contributions from their own funds or engaging in personal political activities on their own time.

Corporate Opportunities

All Superior personnel are prohibited from using corporate property, information or position for personal gain or competing with Superior. All Superior personnel are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position unless Superior has already been offered the opportunity and turned it down or otherwise renounced the opportunity.

Fair Dealing

Superior relies upon its people to uphold its culture of integrity in everything it does. Superior's values demand that all employees deal fairly with customers, service providers, suppliers, competitors and each other. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No Superior employee may try to gain a competitive advantage through illegal or unethical business practices. Taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice is a violation of this Code.

Confidentiality

All information about Superior's business and its plans that has not been disclosed to the public is a valuable asset that belongs to Superior. All Superior personnel should maintain the confidentiality of information entrusted to them by Superior, its customers, business partners, suppliers or others related to Superior's business. Such information must not be disclosed to anyone, including friends and family members, except when disclosure is authorized by Superior or legally mandated.

Protection and Proper Use of Superior's Assets

All Superior property and assets should be used for legitimate business purposes. Equipment should not be used for non-Superior business, though occasional personal use of personally assigned vehicles and information related assets may be permitted. Employees are expected to protect Superior's property and assets and ensure their efficient use. Theft, carelessness and waste can directly impact Superior's profitability, reputation and success.

Procedures and Open Door Communication

Superior encourages employees to ask questions, voice concerns and to seek guidance on the proper course of action to ensure compliance with the Code. Employees are expected to speak up promptly to management if there is any reason to suspect that anyone in Superior has violated the law, internal controls or this Code so that management can take appropriate corrective action.

Employees desiring to make complaints without first discussing them with their supervisor or manager, or identifying themselves, may do so by any of the following methods:

- Email at compliance@superiorenergy.com
- The toll free Hotline available 24 hours a day, 7 days a week in several languages
- Report online through the link provided on the Legal and Compliance web page
- Mail a report to the General Counsel at: 1001 Louisiana St., Suite 2900 Houston, TX 77002

All matters will be treated as strictly confidential.

All complaints concerning questionable accounting or auditing matters of Superior will be referred to the Audit Committee.

No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and Superior will strictly enforce this prohibition.

Superior personnel play a critical role in safeguarding the integrity of its business and escalating any existing or potential breach of that integrity. To enable employees to fulfill this responsibility, Superior strictly prohibits retaliation against anyone who reports in good faith a possible violation of this Code, no matter whom the report involves.

Superior's directors, Chief Executive Officer, Chief Financial Officer and General Counsel shall promptly report any known or suspected violation of this Code to the Chairman of the Superior's Audit Committee.

Superior's policy is to comply with all applicable financial reporting and accounting regulations. If any employee has any concerns or complaints regarding any questionable accounting or auditing matters of Superior, then he or she should submit those concerns or complaints (anonymously, confidentially or otherwise) to the Chairman of the Audit Committee.

Exceptions and Waivers

It is recognized that there will be questions about the application of the Code to specific activities and situations. In case of doubt, directors, officers and employees are expected to seek clarification and guidance.

Any waiver of the Code involving an employee who is not an executive officer must be approved by the Chief Executive Officer, or pursuant to policies and procedures approved by the Chief Executive Officer. Any waiver of the Code for a director or executive officer must be approved by the Audit Committee and, if appropriate, the Board of Directors in accordance with applicable law. Any waiver of this Code approved for a director or executive officer will be promptly disclosed to the extent required by law, regulations or listing standards.

Accountability for Violations

Superior takes this Code and the obligations of all directors, officers and employees under it very seriously, and will take any disciplinary or preventive action deemed appropriate to address existing or potential violations of the Code, up to and including termination of employment. Violations of this Code may also constitute violations of law, which may result in criminal or civil penalties for violators and Superior.

Persons subject to disciplinary measures shall include, in addition to the violator, others involved in the wrongdoing such as (i) persons who fail to use reasonable care to detect a violation, (ii) persons who refuse to divulge information which may be material to the investigation of a violation and (iii) supervisors who approve or condone the violations or attempt to retaliate against employees or agents for reporting violations or violators.

Annual Review

Each management-level employee will conduct an annual review of the operations and business affairs of his or her business unit and the employees under his or her supervision for compliance with this Code.