

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SUPERIOR ENERGY SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

75-2379388  
(I.R.S. Employer  
Identification No.)

**1001 Louisiana Street, Suite 2900**  
**Houston, Texas**  
(Address of Principal Executive Offices)

**77002**  
(Zip Code)

**Superior Energy Services, Inc. Amended and Restated 2013 Stock Incentive Plan**  
(Full title of the plan)

**William B. Masters**  
**Executive Vice President and General Counsel**  
**Superior Energy Services, Inc.**  
**1001 Louisiana Street, Suite 2900**  
**Houston, Texas 77002**  
**(713) 654-2200**

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

*Copy to:*

**Kelly C. Simoneaux**  
**Jones Walker LLP**  
**201 St. Charles Avenue, Suite 5100**  
**New Orleans, Louisiana 70170-5100**

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. (Check one):

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

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock (par value \$0.001 per share)				
Amended and Restated 2013 Stock Incentive Plan	6,850,000 shares (2)	—	—	—
<b>Total Shares</b>	<b>6,850,000 shares (2)</b>	<b>\$22.765(3)</b>	<b>\$155,940,250(3)</b>	<b>\$18,121</b>

- (1) Upon a stock split, stock dividend, or similar transaction in the future during the effectiveness of this Registration Statement and involving our Common Stock, the number of shares registered shall be automatically increased to cover the additional securities in accordance with Rule 416(a) under the Securities Act of 1933.
- (2) Represents the number of additional shares of Common Stock reserved for issuance pursuant to the Amended and Restated 2013 Stock Incentive Plan. 8,000,000 shares issuable pursuant to the 2013 Stock Incentive Plan were previously registered on Registration Statement 333-189130.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, based on the average of the high and low price per share of our Common Stock on the New York Stock Exchange on May 26, 2015.

## INCORPORATION BY REFERENCE

On June 6, 2013, Superior Energy Services, Inc., a Delaware corporation (the “Company”), registered 8,000,000 shares of its Common Stock, \$0.001 par value per share, to be offered and sold to participants under the Superior Energy Services, Inc. 2013 Stock Incentive Plan, as amended from time to time (the “Plan”) pursuant to the Registration Statement on Form S-8 (File No. 333-189130). The Plan was amended by the Company’s stockholders on May 22, 2015, in part to increase the number of shares available for issuance under the Plan by 6,850,000 shares of Common Stock. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 (Registration of Additional Securities) to register such additional 6,850,000 shares of Common Stock that may be offered or sold to participants under the Plan.

The contents of the Registration Statement on Form S-8 (File No. 333-189130) with respect to 8,000,000 shares of the Company’s Common Stock are hereby incorporated by reference.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 8. Exhibits.

- 5.1 Opinion of Jones Walker LLP.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Ryder Scott Company, L.P.
- 23.3 Consent of Netherland, Sewell & Associates, Inc.
- 23.4 Consent of Jones Walker LLP (included in Exhibit 5.1).
- 24.1 Powers of Attorney (included in the signature pages of this Registration Statement).
- 99.1 Superior Energy Services, Inc. Amended and Restated 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company’s Form 8-K filed on May 28, 2015).

## 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 May 29, 2015.

SUPERIOR ENERGY SERVICES, INC.

By:                         /s/ David D. Dunlap  
                        David D. Dunlap

President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints David D. Dunlap and Robert S. Taylor, or either one of them, his true and lawful attorney-in-fact and agent, with full power of substitution, 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 other documents in connection therewith, with the Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that such attorney-in-fact and agent or his substitute or 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 and on the dates indicated.

Signature	Title	Date
<u>/s/ David D. Dunlap</u> David D. Dunlap	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 29, 2015
<u>/s/ Robert S. Taylor</u> Robert S. Taylor	Executive Vice President, Chief Financial Officer and Treasurer <i>(Principal Financial Officer)</i> <i>(Principal Accounting Officer)</i>	May 29, 2015
<u>/s/ Terence E. Hall</u> Terence E. Hall	Chairman of the Board and Director	May 29, 2015
<u>/s/ Harold J. Bouillion</u> Harold J. Bouillion	Director	May 29, 2015
<u>/s/ James M. Funk</u> James M. Funk	Director	May 29, 2015
<u>/s/ Peter D. Kinnear</u> Peter D. Kinnear	Director	May 29, 2015

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/s/ Michael M. McShane Director May 29, 2015  
Michael M. McShane

/s/ W. Matt Ralls Director May 29, 2015  
W. Matt Ralls

/s/ Justin L. Sullivan Director May 29, 2015  
Justin L. Sullivan

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
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May 29, 2015

Superior Energy Services, Inc.  
1001 Louisiana Street, Suite 2900  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as counsel to Superior Energy Services, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission with respect to registration under the Securities Act of 1933 of an aggregate 6.85 million additional shares of Common Stock of the Company, \$0.001 par value per share (the "Common Stock"), to be issued under the Superior Energy Services, Inc. Amended and Restated 2013 Stock Incentive Plan (the "Plan").

We have examined instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Based upon the foregoing, we are of the opinion that the shares of Common Stock to be issued by the Company pursuant to the Plan after the filing of this Registration Statement, are validly authorized shares of Common Stock and, when issued in accordance with the terms described in the Plan, will be legally issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

JONES WALKER LLP

/s/ Jones Walker LLP

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JONES WALKER LLP

ALABAMA • ARIZONA • CALIFORNIA • DISTRICT OF COLUMBIA • FLORIDA • GEORGIA • LOUISIANA • MISSISSIPPI • NEW YORK • TEXAS

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Superior Energy Services, Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and related financial statement schedule, and the effectiveness of internal control over financial reporting, which reports appear in the December 31, 2014 annual report on Form 10-K of Superior Energy Services, Inc., incorporated by reference herein.

/s/ KPMG LLP

Houston, Texas  
May 29, 2015

**Consent of Independent Petroleum Engineers and Geologists**

As independent petroleum engineers, we hereby consent to the use of our name included or incorporated by reference to Superior Energy Services, Inc.'s Registration Statement on Form S-8 (the Registration Statement) and to the incorporation of our report of estimates of reserves and present value of future net reserves as of December 31, 2014 into the Registration Statement.

/s/ Ryder Scott Company, L.P.

**RYDER SCOTT COMPANY, L.P.**  
TBPE Firm Registration No. F-1580

Houston, Texas  
May 22, 2015



**Consent of Independent Petroleum Engineers and Geologists**

As independent petroleum engineers, we hereby consent to the use of our name included or incorporated by reference to Superior Energy Services, Inc.'s Registration Statement on Form S-8 (the Registration Statement) and to the incorporation of our report of estimates of reserves and present value of future net reserves as of December 31, 2012 and 2013 into the Registration Statement.

**NETHERLAND, SEWELL & ASSOCIATES, INC.**

By: /s/ Danny D. Simmons  
Danny D. Simmons, P.E.  
President and Chief Operating Officer

Houston, Texas  
May 21, 2015