

Filed by Superior Energy Services, Inc.
(Commission File No. 001-34037)
Pursuant to Rule 425 under the Securities Act of 1933, as amended
and deemed filed Pursuant to Rule 14a-12
under the Securities Exchange Act of 1934, as amended
Subject Company: Superior Energy Services, Inc.
(Commission File No. 001-34037)

The following is a press release issued by Superior Energy Services, Inc. on January 31, 2020.

FOR FURTHER INFORMATION CONTACT:
Paul Vincent, VP of Treasury and Investor Relations, (713)654-2200
1001 Louisiana St., Suite 2900
Houston, TX 77002
NYSE: SPN



SUPERIOR ENERGY SERVICES ANNOUNCES AMENDED EXCHANGE OFFER AND CONSENT SOLICITATION FOR SENIOR NOTES OF SESI, L.L.C.

Houston, January 31, 2020 – Superior Energy Services, Inc. (“Superior Energy”) (NYSE: SPN) today announced that its wholly owned subsidiary, SESI, L.L.C. (“SESI” or the “Issuer”), has amended certain terms of its previously announced offer to exchange its Original Notes to provide for an offer to exchange \$635 million of its \$800 million aggregate principal amount of its outstanding 7.125% Senior Notes due 2021 (the “Original Notes”) for \$635 million of newly issued 7.125% Senior Notes due 2021 (the “New Notes”) (as amended as described below, the “Exchange Offer”), upon the terms and subject to the conditions set forth in SESI’s offering memorandum and consent solicitation statement, dated as of January 6, 2020 (as amended by the press releases dated January 16, 2020 and January 22, 2020 and Supplement No. 1 to the Offering Memorandum and Consent Solicitation Statement, dated as of January 31, 2020, and as may be further amended or supplemented from time to time, the “Offering Memorandum and Consent Solicitation Statement”). SESI has amended the Exchange Offer in connection with its previously announced agreement in principle with a steering committee (the “Steering Committee”) of holders of approximately 34% of the outstanding Original Notes. The Steering Committee is also working together with other noteholders (collectively with the Steering Committee, the “Ad Hoc Group”) and the Ad Hoc Group owns approximately 60% of the aggregate principal amount of outstanding Original Notes. All capitalized terms used but not defined in this press release have the meanings given to them in Superior Energy’s press release announcing the commencement of the Exchange Offer and Consent Solicitation, dated January 6, 2020 or the Offering Memorandum and Consent Solicitation Statement, as applicable.

In connection with the Exchange Offer, SESI is also soliciting consents (the “Consent Solicitation” and, together with the Exchange Offer, the “Exchange Offer and Consent Solicitation”) from

eligible holders of the Original Notes to amend (the “Proposed Amendment”) the indenture dated December 6, 2011, governing the Original Notes (the “Original Notes Indenture”), upon the terms and subject to the conditions set forth in the Offering Memorandum and Consent Solicitation Statement, to amend the liens covenant in the Original Notes Indenture to permit the issuance of the Superior Secured Notes (as defined and described below). If the Proposed Amendment is adopted, the Original Notes will be governed by the Original Notes Indenture, as amended by the Proposed Amendment.

Pursuant to the amended Exchange Offer:

- SESI is offering to exchange \$635 million of its \$800 million aggregate principal amount of outstanding Original Notes for \$635 million of New Notes as described in the table below:

<u>CUSIP/ISIN</u>	<u>Title of Original Notes</u>	<u>Outstanding Principal Amount</u>	<u>Title of New Notes</u>	<u>Interest Rate of New Notes</u>	<u>Total Consideration (per \$1,000 of Original Notes)*</u>	<u>Total Consent Payment</u>
78412FAP9/ US78412FAP99	7.125% Senior Notes due 2021 issued by the Issuer	\$800,000,000	7.125% Senior Notes due 2021 issued by the Issuer	7.125%	\$1,000 principal amount of New Notes	Cash payment of \$10.00 per \$1,000 of Original Notes**

* Subject to proration.

** Eligible holders who validly tender their Original Notes prior to the Expiration Time will be entitled to receive an aggregate cash payment of \$6.35 million divided by the total amount of Original Notes validly tendered and accepted for exchange in the Exchange Offer (the “Total Consent Payment”). The Total Consent Payment shall not be made if the Combination Exchange does not occur.

- The Expiration Time has been extended from 11:59 p.m., New York City time, on February 10, 2020 to 11:59 p.m., New York City time on February 13, 2020;
- The Exchange Offer is conditioned upon the valid tender, by the Expiration Time, of at least \$635 million aggregate principal amount of Original Notes and, therefore, the receipt of consents from eligible holders of over a majority of the aggregate principal amount of the Original Notes outstanding to amend (the “Proposed Amendment”) the liens covenant in the indenture governing the Original Notes to permit the issuance of the Superior Secured Notes as defined and described below;
- At the settlement of the Combination Exchange, eligible holders will receive, in exchange for \$635 million aggregate principal amount of New Notes held by such holders at the Combination Exchange Date and accepted for exchange on a pro rata basis: (i) \$250 million principal amount of 9.750% Senior Second Lien Secured Notes due 2025 to be issued by Spieth Newco, Inc. (“Newco” and such notes, the “Newco Secured Notes”), (ii) \$250 million principal amount of 8.750% Senior Second Lien Secured Notes due 2026 to be issued by SESI (the “Superior Secured Notes”), (iii) \$135 million in cash and (iv) \$6.35 million in cash constituting the Total Consent Payment;
- The aggregate principal amount of Newco Secured Notes to be issued in connection with the Combination Exchange is \$250 million;
- The aggregate principal amount of Superior Secured Notes to be issued in connection with the Combination Exchange is \$250 million;
- Subject to certain exceptions and exclusions, so long as the aggregate principal amount of outstanding Newco Secured Notes exceeds \$150 million, and in the event that during any semi-annual period commencing on July 1, 2020, excess cash flow (to be described in the

Offering Memorandum and Consent Solicitation Statement) for such period is positive, Newco will be required, on March 15 and September 15 of each year beginning with March 15, 2021, to make an offer to all holders of Newco Secured Notes to purchase the maximum principal amount of Newco Secured Notes that may be purchased with an amount equal to 75% of excess cash flow for the semi-annual period then ended until the aggregate principal amount of outstanding Newco Secured Notes is less than \$150.0 million and Newco has a total leverage ratio of less than 2.0 to 1.0; and

- If any of SESI's 7.750% Senior Notes due 2024 (the "2024 Notes") are outstanding 91 days prior to September 15, 2024 (the "Springing Maturity Date"), then the Superior Secured Notes will mature on the Springing Maturity Date.

In addition to the terms referenced above, the indenture governing the Newco Secured Notes will contain restrictive covenants customary for issuances of high-yield secured notes of this type, and the indenture governing the Superior Secured Notes will contain restrictive covenants customary for issuances of high-yield secured notes of this type.

The settlement date for the Exchange Offer will occur promptly after the Expiration Time and is expected to be the second business day after the Expiration Time.

The Exchange Offer and Consent Solicitation is being conducted in connection with Superior Energy's previously announced entry into a definitive agreement to divest its U.S. service rigs, coiled tubing, wireline, pressure control, flowback, fluid management and accommodations service lines and combine them with Forbes Energy Services Ltd.'s (OTCQX: FLSS) complementary service lines to create a new, publicly traded consolidation platform for U.S. completion, production and water solutions (the "Combination"). The consummation of the Exchange Offer is a condition of the Combination; however, the consummation of the Combination is not a condition of the Exchange Offer and Consent Solicitation.

The Information Agent for the Exchange Offer and Consent Solicitation is:

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York, New York 10005
Attention: Andrew Beck
Collect: (212) 269-5550
Toll-free: (800) 431-9633
Email: spnv@dfking.com

The Exchange Offer will only be made to, and the Offering Memorandum and Consent Solicitation Statement, the Supplement and other documents relating to the Exchange Offer will only be distributed to, holders who complete and return an eligibility letter confirming that they are (i) "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933, as amended ("Securities Act"), or (ii) outside the United States and persons other than "U.S. persons" as defined in Rule 902 under the Securities Act in offshore transactions in compliance with Regulation S, who are "non-U.S. qualified offerees" (as defined in the eligibility letter) (such persons, "Eligible Holders").

SESI will make the Exchange Offer only to Eligible Holders through, and pursuant to, the terms of the Offering Memorandum and Consent Solicitation Statement. Superior Energy and its affiliates do not and will not make any recommendation as to whether Eligible Holders should

exchange or refrain from exchanging their Original Notes. Tenders of the Original Notes in the Exchange Offer and Consent Solicitation may be validly withdrawn at any time at or before the Withdrawal Deadline but will thereafter be irrevocable, even if SESI otherwise extends the Exchange Offer and Consent Solicitation beyond the initial Expiration Time, except in certain limited circumstances where additional withdrawal rights are required by applicable law. In the event of termination of the Exchange Offer, the Original Notes tendered will be promptly returned to the tendering holders. Requests for documents may be directed to the Information Agent at the address and telephone numbers provided above. Documents will only be distributed to holders of Original Notes that complete and return an eligibility form at www.dfking.com/spnv confirming that they are Eligible Holders for the purposes of the Exchange Offer and Consent Solicitation.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the New Notes, Newco Secured Notes or Superior Secured Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In addition, this press release is neither an offer to purchase nor a solicitation of an offer to sell any Original Notes in the Exchange Offer or a solicitation of any consents to the Proposed Amendment. The New Notes, Newco Secured Notes and Superior Secured Notes have not been registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The New Notes, Newco Secured Notes and Superior Secured Notes will only be offered and sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act.

About Superior Energy

Superior Energy serves the drilling, completion and production-related needs of oil and gas companies worldwide through a diversified portfolio of specialized oilfield services and equipment that are used throughout the economic life cycle of oil and gas wells.

Forward-Looking Statements

All statements in this press release (and oral statements made regarding the subjects of this communication) other than historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside the control of Superior Energy, SESI and Newco, which could cause actual results to differ materially from such statements. Forward-looking information includes, but is not limited to: statements regarding the timing and effect of the Combination; the ability of SESI to satisfy the conditions to the settlement of the Exchange Offer and Consent Solicitation, general market and economic conditions, changes in law and government regulations and other matters affecting the businesses of Superior Energy, SESI or Newco, and the other risks described in the Offering Memorandum and Consent Solicitation Statement.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties described in Superior Energy's Annual Report on Form 10-K for the year ended December 31, 2018, and those set forth from time to time in Superior Energy's filings with the Securities and Exchange Commission. Except as required by law, Superior Energy expressly disclaims any intention or obligation to revise or update any forward-looking statements whether as a result of new information, future events or otherwise.

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While Superior believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its and Newco’s business. Among the factors that could cause results to differ materially from those indicated by such forward-looking statements are: the failure to realize the anticipated costs savings, synergies and other benefits of the transaction; the possible diversion of management time on transaction-related issues; the risk that the requisite approvals to complete the transaction are not obtained or other closing conditions are not satisfied; local, regional and national economic conditions and the impact they may have on Superior, Forbes, Newco and their customers; conditions in the oil and gas industry, especially oil and natural gas prices and capital expenditures by oil and gas companies; the debt obligations of Superior and Newco following the transaction and the potential effect of limiting Superior’s and/or Newco’s ability to fund future growth and operations and increasing their respective exposure to risk during adverse economic conditions; the financial condition of Superior’s and Newco’s customers; any non-performance by customers of their contractual obligations; changes in customer, employee or supplier relationships resulting from the transaction; changes in safety, health, environmental and other regulations; the results of any reviews, investigations or other proceedings by government authorities; and the potential additional costs relating to any reviews, investigations or other proceedings by government authorities or shareholder actions.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties described in Superior’s Annual Report on Form 10-K for the year ended December 31, 2018, and those set forth from time to time in Superior’s filings with the Securities and Exchange Commission (the “SEC”), which are available at www.superiorenergy.com. Except as required by law, Superior expressly disclaims any intention or obligation to revise or update any forward-looking statements whether as a result of new information, future events or otherwise.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Important Additional Information Regarding the Transaction Will Be Filed With the SEC

In connection with the proposed transaction, Newco will file a registration statement on FormS-4, including a joint proxy statement/prospectus of Holdco and Forbes, with the SEC. INVESTORS AND SECURITY HOLDERS OF SUPERIOR AND FORBES ARE ADVISED TO CAREFULLY READ THE REGISTRATION STATEMENT AND JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION. A definitive joint proxy statement/prospectus will be sent to security holders of Forbes in connection with the Forbes shareholder meeting. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other relevant documents filed by Superior, Forbes and Newco with the SEC from the SEC's website at www.sec.gov. Security holders and other interested parties will also be able to obtain, without charge, a copy of the joint proxy statement/prospectus and other relevant documents (when available) from www.superiorenergy.com under the tab "Investors" and then under the heading "SEC Filings." Security holders may also read and copy any reports, statements and other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC's website for further information on its public reference room.

Participants in the Solicitation

Superior, Forbes and their respective directors, executive officers and certain other members of management may be deemed to be participants in the solicitation of proxies from their respective security holders with respect to the transaction. Information about these persons is set forth in Superior's proxy statement relating to its 2019 Annual Meeting of Stockholders, which was filed with the SEC on April 26, 2019, and Forbes' proxy statement relating to its 2019 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2019, and subsequent statements of changes in beneficial ownership on file with the SEC. Security holders and investors may obtain additional information regarding the interests of such persons, which may be different than those of the respective companies' security holders generally, by reading the joint proxy statement/prospectus and other relevant documents regarding the transaction, which will be filed with the SEC.