

HERCULES OFFSHORE, INC.

Form 8-K

April 07, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): April 7, 2006

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**HERCULES OFFSHORE, INC.**

(Exact name of Registrant as specified in its charter)

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**DELAWARE**  
(State of incorporation

or organization)

**0-51582**  
(Commission file number)

**56-2542838**  
(I.R.S. employer

identification number)

**11 GREENWAY PLAZA, SUITE 2950**

**HOUSTON, TEXAS**  
(Address of principal executive offices)

Registrant's telephone number, including area code: (713) 979-9300

**77046**  
(Zip code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. 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 1.01. Entry into a Material Definitive Agreement.**

On April 7, 2006, Hercules Offshore, Inc. (the Company ), entered into a separate indemnification agreement, each in the form attached as Exhibit 10.1 hereto (the Indemnification Agreements ), with Randall D. Stilley, the Company s Chief Executive Officer and President and a director, and each of the Company s non-employee directors, Thomas R. Bates, Jr., Thomas J. Madonna, F. Gardner Parker, V. Frank Pottow, John T. Reynolds and Steven A. Webster (each an Indemnitee ).

Each of the Indemnification Agreements provides that the Company will indemnify the Indemnitee against, and advance certain expenses relating to, liabilities incurred in the performance of such Indemnitee s duties on behalf of the Company to the fullest extent permitted under the Delaware General Corporation Law ( DGCL ) and the Bylaws of the Company.

The foregoing summary of the Indemnification Agreements is qualified in its entirety by reference to the full text of the form of Indemnification Agreement attached as Exhibit 10.1 hereto and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

EXHIBIT NUMBER	DESCRIPTION
10.1	Form of Indemnification Agreement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERCULES OFFSHORE, INC.

Date: April 7, 2006

By: /s/ James W. Noe  
James W. Noe,  
Vice President, General Counsel and  
Secretary

**INDEX TO EXHIBITS**

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