

ATWOOD OCEANICS INC
Form 8-K
July 03, 2008

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 EARLIEST EVENT REPORTED: JUNE 30, 2008

ATWOOD OCEANICS, INC.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER 1-13167

TEXAS

(State or other jurisdiction of incorporation or organization)

Internal Revenue Service – Employer Identification No. 74-1611874

**15835 Park Ten Place Drive, Houston, Texas, 77084
(281) 749-7800**

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))

ITEM 8.01 OTHER EVENT

On June 30, 2008, Atwood Oceanics Pacific Limited, a wholly-owned subsidiary of Atwood Oceanics, Inc., conditionally exercised an option to construct an ultra-deepwater semisubmersible drilling rig to be built based on the Friede & Goldman Ex-D Millennium Dynamically Positioned Semisubmersible rig design with Jurong Shipyard Pte. Ltd. (“Jurong”) in Singapore and is presently negotiating a construction contract for such rig with Jurong. The rig is to be built for a water depth rating of 10,000 feet. The construction contract would be subject to satisfaction of certain conditions precedent which are required to be satisfied prior to July 30, 2008.

A press release is attached as Exhibit 99.1

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

99.1 Press Release dated July 3, 2008

Statements contained in this report with respect to the future are forward-looking statements. These statements reflect management's reasonable judgment with respect to future events. Forward-looking statements involve risks and uncertainties. Actual results could differ materially from those anticipated as a result of various factors including; the Company's dependence on the oil and gas industry; the risks involved the construction of a rig; competition; operating risks; risks involved in foreign operations; risks associated with possible disruption in operations due to terrorism; risks associated with a possible disruption in operations due to a war with Iraq; and governmental regulations and environmental matters. A list of additional risk factors can be found in the Company's annual report on Form 10-K for the year ended September 30, 2007, filed with the Securities and Exchange Commission.

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

99.1 Press Release dated July 3, 2008

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.

ATWOOD OCEANICS, INC
(Registrant)

/s/ James M. Holland
James M. Holland
Senior Vice President

DATE: July 3, 2008

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(1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock. (2) On August 2, 2012, in addition to the RSUs granted on that date that were subject only to service-vesting requirements (which RSUs were previously reported on Form 4), the Reporting Person was also granted RSUs covering up to 10,500 shares of KLA-Tencor common stock, subject to both performance-vesting and service-vesting requirements. Following the completion of KLA-Tencor's audited financial statements for the 2015 fiscal year, on September 3, 2015 the Compensation Committee of KLA-Tencor's Board of Directors determined the level at which the corporate performance goals were attained and, based on the assessment, determined that the number of shares subject to the RSUs is 13,125. (3) The Reporting Person vested fifty percent (50%) of the performance-based RSUs upon the date on which the Compensation Committee of KLA-Tencor's Board of Directors determined the level at which the underlying performance goals were attained (September 3, 2015) and will vest in the remaining fifty percent (50%) upon his completion of four years of service following the grant date of the award (August 2, 2012). The shares of common stock will be issued as the performance-based RSUs vest. (4) Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made. (5) Reflects an increase of 13,125 RSUs in connection with the determination of the level at which the August 2, 2012 performance-based RSUs were attained, less the fifty percent (50%) of such award that vested upon such assessment, as described in footnote 3. (6) As noted in Footnote 2, on August 2, 2012, the Reporting Person received a grant of performance-based RSUs that, following the completion of fiscal year 2015, was determined by the Compensation Committee of KLA-Tencor's Board of Directors (on September 3, 2015) to cover, based on KLA-Tencor's financial performance, 13,125 shares of KLA-Tencor common stock. On September 3, 2015, the reporting person vested in fifty percent (50%) of such performance-based RSUs. (7) Pursuant to such terms of the August 2, 2012 RSU grant, 3,425 shares of KLA-Tencor common stock were automatically withheld on the day of determination to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such determination date (September 3, 2015).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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