

ATWOOD OCEANICS INC
Form SC 13D/A
June 13, 2013

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Atwood Oceanics, Inc.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

850095108
(CUSIP Number)

Steven R. Mackey
Executive Vice President, Secretary, General Counsel
and Chief Administrative Officer
Helmerich & Payne, Inc.
1437 South Boulder Avenue, Suite 1400
Tulsa, Oklahoma 74119
(918) 742-5531

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

June 13, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 850095108

| | | |
|---------------|--|----------------------------------|
| 1. | Names of Reporting Persons | Helmerich & Payne, Inc. |
| | I.R.S. Identification Nos. of above persons (entities only): | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | OO |
| 5. | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6. | Citizenship or Place of Organization | Delaware |
| | 7. Sole Voting Power | 6,000,000 |
| Number of | 8. Shared Voting Power | 0 |
| Shares | 9. Sole Dispositive Power | 6,000,000 |
| Beneficially | 10. Shared Dispositive Power | 0 |
| Owned by Each | | |
| Reporting | | |
| Person With: | | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 6,000,000 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11) | 9.1%* |
| 14. | Type of Reporting Person (See Instructions) | CO |

* Based upon information provided by the Issuer as of April 30, 2013, reflecting 65,807,178 shares of common stock outstanding.

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| | | |
|--|---|---|
| 1. | Names of Reporting Persons | Helmerich & Payne International Drilling Co. |
| | I.R.S. Identification Nos. of above persons (entities only): | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | x |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | OO |
| 5. | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | o |
| 6. | Citizenship or Place of Organization | Delaware |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. Sole Voting Power | 6,000,000 |
| | 8. Shared Voting Power | 0 |
| | 9. Sole Dispositive Power | 6,000,000 |
| | 10. Shared Dispositive Power | 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 6,000,000 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | o |
| 13. | Percent of Class Represented by Amount in Row (11) | 9.1%* |
| 14. | Type of Reporting Person (See Instructions) | CO |

* Based upon information provided by the Issuer as of April 30, 2013, reflecting 65,807,178 shares of common stock outstanding.

This statement constitutes Amendment No. 7 (this “Amendment”) and amends Amendment No. 6, dated May 28, 2013 and Amendment No. 5, dated October 19, 2004, which amended the Schedule 13D filed July 21, 2004, relating to the shares of Common Stock, par value \$1.00 per share (the “Shares”), issued by Atwood Oceanics, Inc., a Delaware corporation (the “Issuer”), which amended and restated, in its entirety, the Schedule 13D dated July 7, 1977 (as later amended by amendments dated August 31, 1977, September 23, 1977 and March 13, 1980). Other than as set forth herein, there has been no material change in the information set forth in the Schedule 13D filed on July 21, 2004 as amended by Amendment No. 5 and Amendment No. 6 thereto (as so amended, the “Schedule 13D”). Capitalized terms not defined in this Amendment shall have the respective meanings ascribed thereto in the Schedule 13D.

Item 1. Security and Issuer

No change.

Item 2. Identity and Background

No change.

Item 3. Source and Amount of Funds or Other Consideration

No change.

Item 4. Purpose of Transaction

No change except that on June 13, 2013, H&P Drilling and the Issuer executed an amendment (the “SPA Amendment”) to the Stock Purchase Agreement between them, dated May 23, 2013 (the “SPA”), pursuant to which the closing date under the SPA was extended to June 27, 2013, and, in consideration for such extension, the aggregate payment at closing was increased by \$200,000, increasing the aggregate proceeds to H&P Drilling to a total of \$107,260,000.

The foregoing description of the SPA Amendment is only a summary, is not complete, should be read together with, and is qualified in its entirety by reference to, the entire SPA Amendment, which is filed as Exhibit 10.1 to the Form 8-K filed by H&P with the Securities and Exchange Commission (the “SEC”) on June 13, 2013, and is incorporated herein to this Item 4 by reference.

Item 5. Interest in Securities of the Issuer

(a) and (b). No change.

(c). Other than the block sale with Goldman, Sachs & Co. for the sale of 2,000,000 Shares at a per Share price of \$53.43 as described in Amendment No. 6, to the knowledge of the Reporting Persons, no transactions in the Shares have been effected during the past 60 days by any person named in Item 5(a).

(d). To the knowledge of the Reporting Persons, no one other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

No change except as described above and in the responses to Items 4 and 5 above, which responses are hereby incorporated by reference, to the best knowledge of the Reporting Persons there are no contracts, agreements, arrangements, understandings or relationships (legal or otherwise) between the persons enumerated in Item 2 and any other person with respect to the securities of the Issuer other than as disclosed in the information set forth in the Schedule 13D.

Item 7. Material to be Filed as Exhibits

Exhibit No. Description of Exhibit

Exhibit 1 First Amendment to Stock Purchase Agreement, dated as of June 13, 2013, by and between Helmerich & Payne International Drilling Co. and Atwood Oceanics, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Helmerich & Payne, Inc. with the SEC on June 13, 2013).

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 13, 2013

Helmerich & Payne, Inc.

By: /s/ Steven R. Mackey
Name: Steven R. Mackey
Title: Executive Vice President,
Secretary, General Counsel, and
Chief Administrative Officer

Helmerich & Payne International Drilling Co.

By: /s/ Steven R. Mackey
Name: Steven R. Mackey
Title: Executive Vice President,
Secretary, General Counsel, and
Chief Administrative Officer