

Willbros Group, Inc.\NEW\  
Form SC TO-I  
February 10, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Willbros Group, Inc.**  
(Name of Subject Company (Issuer))

**Willbros Group, Inc.**  
(Name of Filing Persons (Offeror))

**2.75% Convertible Senior Notes due 2024**  
(Title of Class of Securities)

**969199AA6**

**969199AC2**

(CUSIP Number of Class of Securities)

**Robert R. Harl**

**President and Chief Executive Officer**

**Willbros Group, Inc.**

**4400 Post Oak Parkway, Suite 1000**

**Houston, Texas 77027**

**(713) 403-8000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

***COPIES TO:***

**Robert J. Melgaard, Esq.**

**Mark D. Berman, Esq.**

**Conner & Winters, LLP**

**4000 One Williams Center**

**Tulsa, Oklahoma 74172**

**(918) 586-5711**

**(918) 586-8548 (Facsimile)**

**CALCULATION OF FILING FEE**

Transaction Valuation\*  
\$59,357,000

Amount of Filing Fee\*\*  
\$6,891.35

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 2.75% Convertible Senior Notes due 2024 (the "Notes") is 100% of the principal amount of the Notes plus any accrued and unpaid interest, Additional Amounts and Additional Interest to, but not including, the purchase date. As of February 9, 2011, there was \$59,357,000 aggregate principal amount of the Notes outstanding.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$116.10 for each \$1,000,000 of the value of the transaction.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or

Schedule and the date of its filing.

Amount Previously Paid:	Not applicable.	Filing Party:	Not applicable.
Form or Registration No.:	Not applicable.	Date Filed:	Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which this statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provisions(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-

**TABLE OF CONTENTS**

Items 1 through 9

Item 10. Financial Statements

Item 11. Additional Information

Item 12. Exhibits

Item 13. Information Required by Schedule 13E-3

SIGNATURE

EXHIBIT INDEX

EX-99.A.1.A

EX-99.A.1.B

EX-99.A.5

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**Table of Contents**

**INTRODUCTORY STATEMENT**

This Tender Offer Statement on Schedule TO ( Schedule TO ) is filed by Willbros Group, Inc., a Delaware corporation (the Company ), and relates to the obligation to purchase for cash the 2.75% Convertible Senior Notes due 2024 (the Notes ) issued by the Company, pursuant to the requirements of the Indenture, dated as of March 12, 2004, by and among Willbros Group, Inc., a Republic of Panama corporation (predecessor in interest to the Company), BOKF, NA dba Bank of Texas (the Trustee ), as successor in interest to The Bank of New York Mellon Trust Company, N.A. (as successor in interest to the preceding trustees) (such Indenture, as amended and modified by the First Supplemental Indenture thereto dated as of September 22, 2005, and the Second Supplemental Indenture thereto dated as of March 3, 2009, the Indenture ). The obligation to purchase is pursuant to the terms and subject to the conditions set forth in the Indenture, the Notes, and the Company Notice to Holders of 2.75% Convertible Senior Notes due 2024 (the Company Notice ), and the related notice materials filed as exhibits to this Schedule TO (the Company Notice and such related notice materials, as amended or supplemented from time to time, collectively constitute the Option Documents ).

This Schedule TO is intended to satisfy the filing and disclosure requirements of Rule 13e-4(c)(2) and 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended.

**Items 1 through 9.**

The Company is the issuer of the Notes and is obligated to purchase for cash all of the Notes pursuant to the terms of the Indenture if properly tendered by the holders of the Notes (the Holders ), subject to the terms and conditions set forth in the Option Documents. The Notes are convertible into common stock, par value \$0.05 per share, of the Company in accordance with the Indenture. The Company's principal executive offices are located at 4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027, and its telephone number is (713) 403-8000.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Option Documents is incorporated by reference into this Schedule TO.

**Item 10. Financial Statements.**

- (a) Pursuant to Instruction 2 to Item 10 of Schedule TO, financial statements are not considered material to a security holder's decision whether to sell, tender or hold securities, and are therefore not required, when (i) the consideration being paid to such holders consists solely of cash, (ii) the obligation to repurchase is not subject to any financing condition, and either (iii) the Company is a public reporting company that files reports electronically on EDGAR, or (iv) the obligation to purchase applies to all outstanding Notes. Based on the foregoing, financial statements are not included as part of this Schedule TO.

- (b) Not applicable.

**Item 11. Additional Information.**

- (a) Not applicable.

- (b) Not applicable.

**Item 12. Exhibits.**

- (a)(1)(A) Company Notice to Holders of 2.75% Convertible Senior Notes due 2024, dated February 10, 2011.
- (a)(1)(B) Form W-9.
- (a)(5) Press Release issued by the Company on February 10, 2011.

**Table of Contents**

- (b) Credit Agreement dated as of June 30, 2010, among Willbros United States Holdings, Inc., a subsidiary of the Company, as borrower, the Company and certain of its subsidiaries, as Guarantors, the lenders from time to time party thereto, Crédit Agricole Corporate and Investment Bank (Crédit Agricole), as Administrative Agent, Collateral Agent, Issuing Bank, Revolving Credit Facility Sole Lead Arranger, Sole Bookrunner and participating Lender, UBS Securities LLC (UBS), as Syndication Agent, Natixis, The Bank of Nova Scotia and Capital One, N.A., as Co-Documentation Agents, and Crédit Agricole and UBS as Term Loan Facility Joint Lead Arrangers and Joint Bookrunners, incorporated by reference to Exhibit 10 to the Company's current report on Form 8-K dated June 30, 2010, filed July 7, 2010.
- (d)(1) Indenture (including form of note), dated as of March 12, 2004, by and among Willbros Group, Inc., a Republic of Panama corporation (predecessor in interest to the Company), and JPMorgan Chase Bank, as Trustee, incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2004, filed May 7, 2004.
- (d)(2) Registration Rights Agreement, dated as of March 12, 2004, by and among Willbros Group, Inc., a Republic of Panama corporation (predecessor in interest to the Company), and Bear Stearns & Co. Inc., CIBC World Markets Corp., Credit Lyonnais Securities (USA) Inc., incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2004, filed May 7, 2004.
- (d)(3) First Supplemental Indenture, dated as of September 22, 2005, by and among Willbros Group, Inc., a Republic of Panama corporation (predecessor in interest to the Company), and JPMorgan Chase Bank, N.A., successor to JPMorgan Chase Bank, as Trustee, incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K dated September 22, 2005, filed September 28, 2005.
- (d)(4) Second Supplemental Indenture dated as of March 3, 2009, among Willbros Group, Inc., a Republic of Panama corporation, Willbros Group, Inc., a Delaware corporation, and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to JPMorgan Chase Bank, N.A.), as trustee, incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K dated March 3, 2009, filed March 4, 2009.
- (g) Not applicable.
- (h) Not applicable.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

**Table of Contents**

**SIGNATURE**

After due 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.

WILLBROS GROUP, INC.

By: /S/ Van A. Welch

Name: **Van A. Welch**

Title: **Senior Vice President  
and Chief Financial Officer**

Dated: February 10, 2011

5

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**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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(a)(1)(B)	Form W-9.
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