
**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 REPORT: August 28, 2013
(Date of earliest event reported)

Hornbeck Offshore Services, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-32108

(Commission File Number)

72-1375844

(I.R.S. Employer Identification Number)

**103 Northpark Boulevard, Suite 300
Covington, LA**

(Address of Principal Executive Offices)

70433

(Zip Code)

(985) 727-2000

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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 2.01 – Completion of Acquisition or Disposition of Assets

On August 28, 2013, Hornbeck Offshore Transportation, LLC, or HOT, a wholly-owned subsidiary of Hornbeck Offshore Services, Inc., or the Company, closed the sale of substantially all of the assets and business of its Downstream segment's tug and tank barge fleet to Genesis Marine, LLC, or Genesis Marine, for \$230 million in cash. The sale was pursuant to a previously disclosed asset purchase agreement, or the Purchase Agreement, dated July 22, 2013. The Company received approximately \$224 million in proceeds, net of expenses and estimated cash taxes, from this transaction, which will be used for general corporate purposes that may include retirement of debt or funding for the acquisition, construction or retrofit of vessels. The Downstream vessels sold to Genesis Marine comprised Hornbeck's active fleet of nine ocean-going tugs and nine double-hulled tank barges.

In connection with the closing, certain affiliates of HOT and Genesis Marine entered into transition service agreements in order to ensure a smooth transition of operations and services for both employees and customers.

As previously disclosed, in connection with the execution of the Purchase Agreement, the Company entered into a guaranty agreement whereby it agreed to guarantee the performance of the obligations of HOT and certain of its affiliates under the Purchase Agreement and the other agreements contemplated thereby, including the transition service agreements. Similarly, in connection with the execution of the Purchase Agreement, Genesis Energy, L.P., the parent company of Genesis Marine, entered into a guaranty agreement whereby it agreed to guarantee the performance of the obligations of Genesis and certain of its affiliates under the Purchase Agreement and the other agreements contemplated thereby, including the transition service agreements.

J.P. Morgan Securities LLC acted as exclusive financial advisor to the Company with respect to this transaction.

The foregoing description does not purport to be a complete discussion of the Purchase Agreement and other agreements completed thereby and is qualified in its entirety by the complete text of the Purchase Agreement, a copy of which is referenced as Exhibit 2.1 hereto and incorporated herein by reference.

Item 8.01 – Other Events

On August 29, 2013, the Company issued a press release announcing the completion of the sale of its Downstream Segment. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

On August 30, 2013, the Company announced that, on Wednesday, August 28, 2013, it had commenced its offer to exchange any and all of the \$450,000,000 aggregate principal amount of its outstanding 5.000% Series A Senior Notes due 2021 (CUSIPs 440543 AP 1 and U44070 AE 7), which were issued in a private placement and sold in accordance with Rule 144A or Regulation S under the Securities Act of 1933, for an equal aggregate principal amount of its 5.000% Series B Senior Notes due 2021 (CUSIP 440543 AQ 9). A copy of the press release is attached as Exhibit 99.2 hereto.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

- 2.1 Asset Purchase Agreement dated as of July 22, 2013, between Hornbeck Offshore Transportation, LLC and Genesis Marine, LLC (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed July 25, 2013).*
- 99.1 Press Release, dated August 29, 2013.
- 99.2 Press Release, dated August 30, 2013.

* Schedules and exhibits to Exhibit 2.1 have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby undertakes to furnish supplementally a copy of any of the omitted exhibits to the Securities and Exchange Commission upon request.

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 thereunto duly authorized.

Hornbeck Offshore Services, Inc.

Date: August 30, 2013

By: /s/ James O. Harp, Jr.
James O. Harp, Jr.
Executive Vice President and Chief Financial
Officer



HORNBECK OFFSHORE SERVICES, INC.

Service with Energy

NEWS RELEASE

13-015

Contacts: Todd Hornbeck, CEO
Jim Harp, CFO
Hornbeck Offshore Services
985-727-6802

For Immediate Release

Ken Dennard, Managing Partner
Dennard-Lascar / 713-529-6600

**Hornbeck Offshore Completes
Sale of its Downstream Segment for \$230 million**

August 29, 2013 — Covington, Louisiana — Hornbeck Offshore Services, Inc. (NYSE: HOS) (“Hornbeck” or “the “Company”) announced today that it has closed the previously announced sale of substantially all of the assets and business of its Downstream segment’s tug and tank barge (“TTB”) fleet to Genesis Marine, LLC (“Genesis”), an affiliate of Genesis Energy L.P. (NYSE:GEL), for cash consideration of \$230 million. The Company received approximately \$224 million in proceeds, net of expenses and estimated cash taxes, from this transaction, which will be used for general corporate purposes that may include retirement of debt or funding for the acquisition, construction or retrofit of vessels. The Downstream vessels sold to Genesis comprised Hornbeck’s active fleet of nine ocean-going tugs and nine double-hulled tank barges. In connection with the closing, Hornbeck and Genesis entered into transition service agreements in order to ensure a smooth transition of operations and services for both employees and customers.

J.P. Morgan Securities LLC acted as exclusive financial advisor to Hornbeck Offshore with respect to this transaction.

Hornbeck Offshore is a leading provider of technologically advanced, new generation offshore supply vessels primarily in the U.S. Gulf of Mexico and Latin America. The Company currently owns a fleet of 58 vessels primarily serving the energy industry and has 23 additional high-spec Upstream vessels under construction for delivery on various dates through 2016.

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Forward-Looking Statements

This news release contains forward-looking statements, including, in particular, statements about the Company's plans and intentions with regard to the use of proceeds from the sale of the Downstream fleet and the performance of transition service agreements. These have been based on the Company's current assumptions, expectations and projections about future events. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, the Company can give no assurance that the expectations will prove to be correct.

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HORNBECK OFFSHORE SERVICES, INC.

Service with Energy

**NEWS RELEASE
13-016**

Contacts: Todd Hornbeck, CEO
Jim Harp, CFO
Hornbeck Offshore Services
985-727-6802

For Immediate Release

Ken Dennard, Managing Partner
Dennard-Lascar / 713-529-6600

**Hornbeck Offshore to Commence Exchange Offer
for \$450,000,000 of 5.000% Senior Notes Due 2021**

August 30, 2013 — Covington, Louisiana — Hornbeck Offshore Services, Inc. (NYSE: HOS) announced today the commencement, on Wednesday, August 28, 2013, of its offer to exchange any and all of the \$450,000,000 aggregate principal amount of its outstanding 5.000% Series A Senior Notes due 2021 (CUSIPs 440543 AP 1 and U44070 AE 7) (collectively, the "Old Notes"), which were issued in a private placement and sold in accordance with Rule 144A or Regulation S under the Securities Act of 1933 (the "Act"), for an equal aggregate principal amount of its 5.000% Series B Senior Notes due 2021 (CUSIP 440543 AQ 9) (the "New Notes"). The issuance of the New Notes has been registered under the Act.

The form and terms of the New Notes are substantially the same as the form and terms of the Old Notes issued in March 2013. The primary difference is that the issuance of the New Notes has been registered under the Act and, therefore, the New Notes will be freely tradable by persons who are not affiliated with Hornbeck Offshore and will not contain terms relating to registration rights. The New Notes evidence the same debt as the Old Notes they replace and are issued under and entitled to the benefits of the indenture that governs the Old Notes.

Hornbeck Offshore will accept for exchange any and all original notes validly tendered in principal amounts equal to the minimum denomination of \$2,000 and integral multiples of \$1,000 in excess thereof and not validly withdrawn before the expiration time of 5:00 p.m., New York City time on September 24, 2013 (the "Expiration Time"), unless extended. Original notes validly tendered may be withdrawn at any time before the Expiration Time only in accordance with the withdrawal rights set forth in the exchange offer prospectus under the caption "Exchange Offer — Withdrawal of Tenders."

Copies of the exchange offer prospectus and related transmittal materials governing the exchange offer may be obtained from the exchange agent, Wells Fargo Bank, N.A., Corporate Trust Operations, MAC N9303-121, Sixth & Marquette Avenue, Minneapolis, Minnesota 55479 or by calling 1-800-344-5128.

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This release is not an offer to sell or a solicitation of an offer to purchase the New Notes or an offer to purchase or solicitation of an offer to sell the Old Notes.

Hornbeck Offshore Services, Inc. is a leading provider of technologically advanced, new generation offshore supply vessels primarily in the U.S. Gulf of Mexico and Latin America. Hornbeck Offshore currently owns a fleet of 58 vessels primarily serving the energy industry and has 23 additional high-spec Upstream vessels under construction for delivery on various dates through 2016.

Forward-Looking Statements

This news release contains forward-looking statements, including, in particular, statements about Hornbeck Offshore's plans and intentions with respect to the exchange of New Notes for Old Notes. These have been based on the Company's current assumptions, expectations and projections about future events. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, the Company can give no assurance that the expectations will prove to be correct.

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