

**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: June 20, 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 5.07 — Submission of Matters to a Vote of Security Holders.

Our annual meeting of stockholders was held on June 20, 2013. The matters voted upon and the results of the voting were as follows:

Proposal No. 1: Our stockholders re-elected three Class I directors to serve on the Company's Board of Directors for terms of three years or until their successors are duly elected and qualified or until the earlier of their death, resignation or removal.

Director Nominee	For	Withheld	Broker Non-Votes
Bruce W. Hunt	31,126,503	822,590	1,633,510
Kevin O. Meyers	28,822,597	3,126,496	1,633,510
Bernie W. Stewart	28,991,090	2,958,003	1,633,510

Proposal No. 2: Our stockholders approved Amendment No. 3 to the Second Amended and Restated Hornbeck Offshore Services, Inc. Incentive Compensation Plan to expand the list of approved performance measures.

For	Against	Abstain	Broker Non-Votes
28,722,076	3,201,069	25,948	0

Proposal No. 3: Our stockholders approved a proposal to ratify the reappointment of Ernst & Young LLP as the Company's independent registered public accountants and auditors for the fiscal year ending December 31, 2013.

For	Against	Abstain	Broker Non-Votes
32,548,016	1,033,755	832	0

Proposal No. 4: Our stockholders considered a non-binding, advisory vote to approve the compensation of the Company's named executive officers.

For	Against	Abstain	Broker Non-Votes
30,989,356	954,777	4,960	1,633,510

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

10.1 Amendment No. 3 to the Second Amended and Restated Hornbeck Offshore Services, Inc. Incentive Compensation Plan

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: June 24, 2013

By: /s/ Paul M. Ordogne

Paul M. Ordogne
Corporate Secretary

**THIRD AMENDMENT TO THE
SECOND AMENDED AND RESTATED
HORNBECK OFFSHORE SERVICES, INC.
INCENTIVE COMPENSATION PLAN**

This **THIRD AMENDMENT TO THE SECOND AMENDED AND RESTATED HORNBECK OFFSHORE SERVICES, INC. INCENTIVE COMPENSATION PLAN** (this "Amendment") is made effective as of the 20th day of June, 2013, by the Board of Directors (the "Board") of Hornbeck Offshore Services, Inc. (the "Company").

WHEREAS, the Company sponsors the Second Amended and Restated Hornbeck Offshore Services, Inc. Incentive Compensation Plan (the "Plan");

WHEREAS, pursuant to Section 13.1 of the Plan, the Board may at any time amend the provisions of the Plan; and

WHEREAS, with respect to performance-based awards, the Company desires to amend the Plan to expand the business criteria that may be used to establish performance, thereby further protecting the deductibility of compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Board hereby amends the Plan as follows:

1. Section 2.28 shall be amended to read in its entirety as follows:

"2.28 '*Performance Measure*' shall mean each of the business criteria the Company may use in establishing a Performance Goal. For purposes of the Plan, Performance Measures are limited to net income; cash flow; cash flow on investment; pre-tax or post-tax profit levels or earnings; operating income or earnings; return on investment; economic value added; expense reduction levels; free cash flow; free cash flow per share; earnings per share; net earnings per share; net earnings from continuing operations; sales growth; sales volume; economic profit; expense reduction; controlled expenses; return on assets; return on net assets; return on equity; return on capital; construction work in progress-adjusted return on invested capital; return on sales; return on invested capital; organic revenue growth; growth in managed assets; total stockholder return; stock price; stock price appreciation; net book value per share; EBIT; adjusted EBIT; EBITDA; adjusted EBITDA; return in excess of cost of capital; profit in excess of cost of capital; operating profits; net operating profit after tax; operating margin; profit margin; overhead margin; adjusted revenue; revenue; net revenue; operating revenue; net cash provided by operating activities; net cash provided by operating activities per share; cash conversion percentage; new sales; net new sales; cancellations; gross margin; gross margin percentage; revenue before deferral; safety performance metrics, including relative to industry standards; borrowing levels; leverage ratios; market share; customer acquisition and retention; research; implementation or completion of critical projects, including vessel newbuild or retrofit programs; government relations; mergers and acquisitions and sales of assets, as any of the foregoing may be utilized, where applicable, on an absolute value basis, an "as-adjusted" basis, a growth basis, a per share basis or a margin basis or as any of the foregoing Performance Measures may be compared internally or against or relative to comparable Performance Measures of peers or industry indices, in each case whether or not expressly so indicated above."

2. Except as set forth herein and as previously amended, the Plan shall continue in full force and effect.