

Willbros Group, Inc.\NEW\  
Form 8-K  
February 10, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported) February 8, 2017**

**WILLBROS GROUP, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of Incorporation)**

**1-34259**  
**(Commission)**

**30-0513080**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**4400 Post Oak Parkway, Suite 1000, Houston, Texas**  
**(Address of Principal Executive Offices)**  
**(713) 403-8000**

**77027**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) and (d). As previously reported in a Current Report on Form 8-K dated November 9, 2016, Edward J. DiPaolo, an independent director of Willbros Group, Inc. (the Company), notified the Board of Directors of the Company on November 9, 2016 that he did not intend to stand for re-election as a director of the Company at the Company's 2017 Annual Meeting of Stockholders. In order to facilitate the transition to a new director to replace him, Mr. DiPaolo resigned as a director of the Company on February 8, 2017. There are no disagreements between Mr. DiPaolo and the Company on any matter relating to the Company's operations, policies or practices.

On February 8, 2017, the Board of Directors of the Company, upon the recommendation of the Nominating/Corporate Governance Committee of the Board of Directors, appointed W. Gary Gates to serve as a Class III director of the Board of Directors, to fill the vacancy in Class III created by Mr. DiPaolo's resignation, for a term commencing on February 8, 2017 and expiring at the Annual Meeting of Stockholders of the Company in 2017 and until his successor is duly elected and qualifies, unless he sooner dies, retires or resigns. Upon the further recommendation of the Nominating/Corporate Governance Committee, the Board of Directors also appointed Mr. Gates to serve on the Nominating/Corporate Governance and Audit Committees of the Board of Directors coincident with the commencement of his service as a director.

Mr. Gates, as a non-employee director, will participate in the Willbros Group, Inc. Amended and Restated 2006 Director Restricted Stock Plan, as amended (the Plan). In conjunction with his appointment, he automatically received an initial award of 7,861 restricted shares of common stock of the Company under the Plan. As a non-employee director, Mr. Gates will receive (a) an annual cash retainer fee of \$75,000, (b) an annual award of shares of common stock under the Plan (with the number of shares represented by the award being equal to \$75,000 divided by the fair market value of a share of common stock of the Company on the day of the award), and (c) a \$1,500 fee for each in-person meeting and a \$750 fee for each telephonic meeting of the Board of Directors, or Committee of the Board of Directors on which he serves, that he attends.

Also in conjunction with his appointment, the Company will enter into an Indemnification Agreement with Mr. Gates, the form of which has been filed as Exhibit 10 to the Company's report on Form 10-Q for the quarter ended June 30, 2009. The Indemnification Agreement provides indemnity to the director against liabilities incurred in the performance of his duties to the fullest extent permitted by law.

**Item 7.01. Regulation FD Disclosure.**

On February 8, 2017, the Company issued a press release announcing the appointment of Mr. Gates as a new director and the resignation of Mr. DiPaolo, which events are reported in Item 5.02 of this Current Report on Form 8-K. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

This information is being furnished pursuant to Item 7.01 of this Current Report on Form 8-K and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibit is furnished herewith:

99.1 Press release dated February 8, 2017, issued by the Company.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLBROS GROUP, INC.

Date: February 10, 2017

By: /s/ Van A. Welch  
Van A. Welch  
Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

Exhibit

No.	Description
99.1	Press release dated February 10, 2017, issued by the Company.