
**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 21, 2012
(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 5.03 — Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 21, 2012, the board of directors of Hornbeck Offshore Services, Inc., or the Company, approved Amendment No. 1 to the Fourth Restated Bylaws, or the Amendment. The Amendment provides for the general administration of a dual stock certificate system and process for verification of the citizenship status of the Company's stockholders, consistent with Section 2 of the Company's Certificate of Incorporation.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by the Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07 — Submission of Matters to a Vote of Security Holders.

Our annual meeting of stockholders was held on June 21, 2012. The matters voted upon and the results of the voting were as follows:

Proposal No. 1: Our stockholders re-elected three Class II 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.

<u>Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Larry D. Hornbeck	30,530,004	1,264,150	2,007,854
Steven W. Krablin	30,547,193	1,246,961	2,007,854
John T. Rynd	30,843,182	950,972	2,007,854

Proposal No. 2: 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, 2012.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
33,201,195	599,714	1,099	0

Proposal No. 3: Our stockholders considered a non-binding, advisory vote to approve the compensation of the Company's named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
30,475,498	1,312,531	6,125	2,007,854

Item 9.01 — Financial Statements and Exhibits

(c) Exhibits.

- 3.1 Amendment No. 1 to Fourth Restated Bylaws of the Company

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 27, 2012

By: /s/ Paul M. Ordogne
 Paul M. Ordogne
 Corporate Secretary

AMENDMENT NO. 1
TO THE
FOURTH RESTATED BYLAWS
OF
HORNBECK OFFSHORE SERVICES, INC.

This Amendment No. 1 (the "Amendment") to Fourth Restated Bylaws (the "Bylaws") of Hornbeck Offshore Services, Inc. (the "Company") dated as of June 21, 2012 (the "Effective Date"), is hereby adopted, pursuant to the provisions of Article VII of the Company's Certificate of Incorporation.

1. Article II, Section 2.8 is hereby added to the Bylaws and shall read as follows:

"Section 2.8. Dual Stock Certificate System. To implement the policy and subject to the terms and conditions set forth in Article Twelve of the Certificate of Incorporation, the Corporation shall institute a Dual Stock Certificate System and shall instruct its transfer agent to maintain two separate stock records such that (a) each stock certificate representing shares of capital stock issued by the Corporation that are beneficially owned by a United States citizen shall be marked "Domestic" and each stock certificate representing shares of capital stock issued by the Corporation beneficially owned by an Alien (as defined in the Certificate of Incorporation) shall be marked "Foreign", but with all such stock certificates to be identical in all other respects and to comply with all provisions of the DGCL; (b) to the extent necessary to enable the Corporation to submit any proof of citizenship required by law or by contract with the United States government (or agency thereof), the Corporation may require the record holders and the beneficial owners of such shares of capital stock to confirm their citizenship status from time to time, and dividends payable with respect to shares of capital stock held by such record holder or owned by such beneficial owner may, in the discretion of the Board of Directors, be withheld until confirmation of such citizenship status is received; and (c) the stock transfer records of the Corporation shall be maintained in such manner as to enable the percentage of capital stock that is beneficially owned by U.S. citizens and Aliens as reported to be confirmed. A certificate may be required from each transferee (and from each recipient upon initial issuance) of shares of capital stock as to whether such transferee (or recipient), and if such transferee (or recipient) is acting as custodian, nominee, purchaser representative or in any other capacity for the beneficial owner, whether such beneficial owner, is an Alien. Registration of transfer (or initial issuance) shall be denied upon refusal to furnish such certificate."

2. Except as expressly amended herein, the Bylaws remain unmodified and in full force and effect.