

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 (Date of earliest event reported) November 20, 2024

W&T Offshore, Inc.
(Exact name of registrant as specified in its charter)

1-32414
(Commission File Number)

Texas
(State or Other Jurisdiction of
Incorporation)

72-1121985
(IRS Employer Identification No.)

5718 Westheimer Road, Suite 700
Houston, Texas 77057
(Address of Principal Executive Offices)

713.626.8525
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.00001	WTI	New York Stock Exchange

Item 8.01 Other Events.

On November 20, 2024, W&T Offshore, Inc., a Texas corporation (the "Company") filed a prospectus supplement with the Securities and Exchange Commission to the Company's Shelf Registration Statement on [Form S-3 \(File No. 333-282595\)](#), registering shares of the Company's common stock, par value \$0.00001 per share, issuable pursuant to the At-The-Market Equity Distribution Agreement, dated March 18, 2022, by and among the Company, Stifel, Nicolaus & Company, Incorporated and Roth Capital Partners, LLC. Kirkland & Ellis LLP, special counsel to the Company, has issued a legal opinion relating to the shares of the Company's common stock issuable under the At-The-Market Equity Distribution Agreement.

The foregoing description is qualified in its entirety by reference to the full text of the Opinion of Kirkland & Ellis LLP, which is attached as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated in this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
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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 hereunto duly authorized.

W&T OFFSHORE, INC.
(Registrant)

Dated: November 20, 2024

By: /s/ Sameer Parasnis
Name: Sameer Parasnis
Title: Executive Vice President and Chief Financial Officer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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November 20, 2024

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W&T Offshore, Inc.
5718 Westheimer Road, Suite 700
Houston, Texas 77057

Re: Prospectus Supplement to Registration Statement on Form S-3 (Registration No. 333-282595)

Ladies and Gentlemen:

We are issuing this opinion in our capacity as special counsel to W&T Offshore, Inc., a Texas corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the offer and sale from time to time by the Company of the Company's common stock, par value \$0.00001 per share (the "Shares"), with an aggregate sales price of up to \$83,001,247, in "at the market offerings," as defined in Rule 415 promulgated under the Securities Act, pursuant to the terms of an At-The-Market Equity Distribution Agreement, dated as of March 18, 2022 (the "ATM Agreement"), by and among the Company, Stifel, Nicolaus & Company, Incorporated ("Stifel Nicolaus") and Roth Capital Partners, LLC ("Roth," and together with Stifel Nicolaus, the "Agents") as sales agents. The Shares are being offered and sold by the Company under a Registration Statement on Form S-3 (Registration No. 333-282595) filed with the with the Securities and Exchange Commission (the "Commission") on October 10, 2024 (as amended, the "Registration Statement"), which Registration Statement was declared effective by the Commission on October 24, 2024, including a base prospectus dated October 24, 2024 (the "Base Prospectus"), as supplemented by a prospectus supplement dated November 20, 2024 (together with the Base Prospectus, the "Prospectus").

For purposes of this letter, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the ATM Agreement, (ii) the Registration Statement and the exhibits thereto, (iii) the Prospectus, (iv) the corporate and organizational documents of the Company and (v) the minutes and records of the corporate proceedings of the Company.

Austin Bay Area Beijing Boston Brussels Chicago Hong Kong Houston London Los Angeles Miami Munich New York Paris Riyadh Salt Lake City Shanghai Washington, D.C.

KIRKLAND & ELLIS LLP

W&T Offshore, Inc.
November 20, 2024
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For purposes of this letter, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein but have relied upon statements and representations of the officers and other representatives of the Company.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares have been duly authorized and, when issued, paid for and delivered in accordance with the terms of the ATM Agreement, will be validly issued, fully paid and non-assessable.

Our opinions expressed above are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the laws of the State of Texas, including the applicable provisions of the Texas Business Organizations Code, and New York and the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware constitution and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Current Report on Form 8-K, to be filed on or about the date hereof, and to its incorporation by reference into the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Prospectus constituting part of the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. The Shares may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect. We assume no obligation to revise or supplement this opinion should the present laws of the State of Texas or New York or the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Company's Current Report on Form 8-K, which is incorporated by reference into the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Sincerely,

/s/ KIRKLAND & ELLIS LLP
