

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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

Texas
(State or other jurisdiction of
incorporation or organization)

72-1121985
(I.R.S. Employer
Identification No.)

Nine Greenway Plaza, Suite 300
Houston, Texas 77046
(Address, including zip code, of Principal Executive Offices)

W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan
(Full title of the plan)

Shahid Ghauri
Vice President, General Counsel and Secretary
Nine Greenway Plaza, Suite 300
Houston, Texas 77046
(713) 626-8525
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
James M. Prince
Vinson & Elkins L.L.P.
1001 Fannin, Suite 2500
Houston, Texas 77002-6760
(713) 758-2222

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.00001 per share	7,700,000 shares	\$1.93	\$14,861,000	\$1,722.39

- (1) Upon a future stock split, reverse stock split, stock dividend or similar transaction involving Common Stock of W&T Offshore, Inc. (the "Company") and during the effectiveness of this Registration Statement, the number of securities registered shall be automatically increased or decreased to cover the additional securities or the reduction in securities, as applicable, in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for purposes of calculating the amount of the registration fee, pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low prices per share of the Company's Common Stock as reported by the New York Stock Exchange on August 2, 2017.

EXPLANATORY NOTE

On June 30, 2005, the Company filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") to register 1,667,293 shares of Common Stock for issuance pursuant to the W&T Offshore, Inc. Long-Term Incentive Compensation Plan. On May 6, 2009, the Company filed a Registration Statement on Form S-8 with the Commission to register an additional 2,000,000 shares of Common Stock for issuance pursuant to the W&T Offshore, Inc. Long-Term Incentive Compensation Plan. On May 14, 2013, the Company filed a Registration Statement on Form S-8 with the Commission to register an additional 4,000,000 shares of Common Stock for issuance pursuant to the W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (the "Incentive Compensation Plan"). On May 26, 2016, the Company filed a Registration Statement on Form S-8 with the Commission to register an additional 7,300,000 shares of Common Stock, which reflected an amendment to the Incentive Compensation Plan to increase the shares of Common Stock available for distribution by 3,300,000, and the registering of an additional 4,000,000 for administrative convenience. This Registration Statement registers an additional 7,700,000 shares of Common Stock to increase the amount of Common Stock available for issuance pursuant to the Incentive Compensation Plan. Accordingly, and pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 filed on June 30, 2005 (File No. 333-126251), the Registration Statement on Form S-8 filed on May 6, 2009 (File No. 333-159005), the Registration Statement on Form S-8 filed on May 14, 2013 (File No. 333-188584) and the Registration Statement on Form S-8 filed on May 26, 2016 (File No. 333-211654) are incorporated by reference herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission are incorporated herein by reference:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2016;
- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 2017;
- (c) Quarterly Report on Form 10-Q for the quarter ended June 30, 2017;
- (d) Current Reports on Form 8-K (excluding any information furnished pursuant to Items 2.02 and 7.01) filed on March 9, 2017, May 4, 2017 and June 2, 2017;
- (e) All documents filed by the Company with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K) subsequent to the end of the fiscal year covered by the Annual Report on Form 10-K referred to in paragraph (a) above and prior to the filing of a post-effective amendment hereto that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall, except to the extent otherwise provided by Regulation S-K or any other rule promulgated by the Commission, be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other document subsequently filed or incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement; and
- (f) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A, filed with the Commission on January 24, 2005, and any amendment or report filed for the purpose of updating such description.

Item 8. Exhibits.

See Exhibit Index, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 7th day of August, 2017.

W&T OFFSHORE, INC.

By: /s/ Tracy W. Krohn
Tracy W. Krohn
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENT, that each individual whose signature appears below constitutes and appoints Tracy W. Krohn and John D. Gibbons, and each of them, either one of whom may act without joinder of the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments to this Registration Statement (including any Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Tracy W. Krohn</u> Tracy W. Krohn	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	August 3, 2017
<u>/s/ John D. Gibbons</u> John D. Gibbons	Senior Vice President and Chief Financial Officer (Principal Financial and Chief Accounting Officer)	August 3, 2017
<u>/s/ Virginia Boulet</u> Virginia Boulet	Director	August 3, 2017
<u>/s/ Stuart B. Katz</u> Stuart B. Katz	Director	August 3, 2017
<u>/s/ S. James Nelson, Jr.</u> S. James Nelson, Jr.	Director	August 3, 2017
<u>/s/ B. Frank Stanley</u> B. Frank Stanley	Director	August 3, 2017

EXHIBIT INDEX

Number	Exhibit
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1, filed May 3, 2004 (File No. 333-115103)).
4.2	Indenture, dated as of June 10, 2011, by and among W&T Offshore, Inc., the Guarantors named therein and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed June 15, 2011 (File No. 001-32414)).
4.3	First Supplemental Indenture, dated as of June 10, 2011, by and among W&T Offshore, Inc., the Guarantors named therein and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed June 15, 2011 (File No. 001-32414)).
4.4	Form of 8.50% Senior Notes due 2019 (Incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed June 15, 2011 (File No. 001-32414)).
4.5	First Supplemental Indenture, dated as of September 7, 2016, by and among W&T Offshore, Inc., the Guarantors named therein and Wilmington Trust, National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed September 13, 2016 (File No. 001-32414)).
4.6	9.00% / 10.75% Senior Second Lien PIK Toggle Notes due 2020 Indenture, dated as of September 7, 2016, by and among W&T Offshore, Inc., the Guarantors named therein and Wilmington Trust, National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed September 13, 2016 (File No. 001-32414)).
4.7	Form of 9.00% / 10.75% Senior Second Lien PIK Toggle Notes due 2020 (included in Exhibit 4.6) (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed September 13, 2016 (File No. 001-32414)).
4.8	8.50% / 10.00% Senior Third Lien PIK Toggle Notes due 2021 Indenture, dated as of September 7, 2016, by and among W&T Offshore, Inc., the Guarantors named therein and Wilmington Trust, National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed September 13, 2016 (File No. 001-32414)).
4.9	Form of 8.50% / 10.00% Senior Third Lien PIK Toggle Notes due 2021 (included in Exhibit 4.8) (Incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed September 13, 2016 (File No. 001-32414)).
4.10	W&T Offshore, Inc. Long-Term Incentive Compensation Plan (incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 filed May 3, 2004 (File No. 333-115103)).
4.11	First Amendment to W&T Offshore, Inc. Long-Term Incentive Compensation Plan (included in Appendix B to the Company's Definitive Proxy Statement on Schedule 14A filed April 17, 2009 (File No. 001-32414)).
4.12	Second Amendment to W&T Offshore, Inc. Long-Term Incentive Compensation Plan (included in Appendix B to the Company's Definitive Proxy Statement on Schedule 14A filed April 17, 2009 File No. 001-32414)).
4.13	Third Amendment to W&T Offshore, Inc. Long-Term Incentive Compensation Plan (included in Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed April 17, 2009 (File No. 001-32414)).
4.14	W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (included in Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed April 2, 2010 (File No. 001-32414)).
4.15	First Amendment to W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (included in Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed April 3, 2013 (File No. 001-32414)).

Number	Exhibit
4.16	Second Amendment to W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (included in Appendix B to the Company's Definitive Proxy Statement on Schedule 14A filed April 3, 2013 (File No. 001-32414)).
4.17	Third Amendment to W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (included in Appendix B to the Company's Definitive Proxy Statement on Schedule 14A filed March 24, 2016 (File No. 001-32414)).
4.18	Fourth Amendment to W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (included in Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 24, 2017 (File No. 001-32414)).
5.1*	Opinion of Vinson & Elkins L.L.P.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Netherland, Sewell & Associates, Inc.
23.3*	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of this Registration Statement)

* Filed herewith.

August 7, 2017

W&T Offshore, Inc.
Nine Greenway Plaza, Suite 300
Houston, Texas 77046

Ladies and Gentlemen:

We have acted as counsel for W&T Offshore, Inc., a Texas corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 7,700,000 shares of the Company's common stock, par value \$0.00001 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on August 7, 2017, which Shares may be issued from time to time in accordance with the terms of the W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan, as amended from time to time (the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the Texas Business Organizations Code. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law

Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York Palo Alto Richmond Riyadh San Francisco Taipei Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700
Dallas, TX 75201-2975

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This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins LLP

Vinson & Elkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan of our reports dated March 2, 2017, with respect to the consolidated financial statements of W&T Offshore, Inc. and the effectiveness of internal control over financial reporting of W&T Offshore, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Houston, Texas

August 7, 2017

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

As independent consultants, Netherland, Sewell & Associates, Inc. hereby consents to the incorporation by reference in the Form S-8 of W&T Offshore, Inc. to be filed on or about August 7, 2017, and as referenced in the Annual Report on Form 10-K of W&T Offshore, Inc. filed on March 2, 2017, of information from our reserves report with respect to the reserves of W&T Offshore, Inc. dated January 19, 2017, and entitled "Estimates of Reserves and Future Revenue to the W&T Offshore, Inc. Interest in Certain Oil and Gas Properties Located Onshore Texas; in State Waters Offshore Alabama, Louisiana, and Texas; and in Federal Waters in the Gulf of Mexico as of December 31, 2016", and to the use of our reports on reserves and the incorporation of the reports on reserves for the years ended 2012, 2013, 2014, and 2015.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ C. H. (Scott) Rees III, P.E.
C.H. (Scott) Rees III, P.E.
Chairman and Chief Executive Officer

Dallas, Texas
August 7, 2017