

MARINER ENERGY INC

Form S-8

June 02, 2009

**Table of Contents**

As filed with the Securities and Exchange Commission on June 2, 2009

**Registration No. 333-**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**MARINER ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**86-0460233**  
(I.R.S. Employer  
Identification No.)

**One BriarLake Plaza, Suite 2000  
2000 West Sam Houston Parkway South  
Houston, Texas 77042**  
(Address of Principal Executive Offices)

**77042**  
(zip code)

**MARINER ENERGY, INC. THIRD AMENDED AND RESTATED STOCK INCENTIVE PLAN**  
(Full title of the plan)

**Teresa Bushman  
Senior Vice President, General Counsel and Secretary  
Mariner Energy, Inc.  
One BriarLake Plaza, Suite 2000  
2000 West Sam Houston Parkway South  
Houston, Texas 77042  
(713) 954-5505**

(Name, address and telephone number, including area code, of agent for service)

copy to:

**Kelly B. Rose  
Baker Botts L.L.P.  
910 Louisiana  
Houston, Texas 77002  
(713) 229-1796**

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 (Check one):

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

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

**Proposed**

<b>Title of securities to be registered</b>	<b>Amount to be registered (2)</b>	<b>Proposed maximum offering price per share (1)</b>	<b>maximum aggregate offering price (1)</b>	<b>Amount of registration fee (3)</b>
Common stock, par value \$.0001 per share (2)(3)	6,000,000 shares	\$ 13.35	\$ 80,100,000	\$ 4,470

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the common stock of Mariner Energy, Inc. reported on the New York Stock Exchange Composite Tape on May 28, 2009.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement shall also include such additional indeterminate number of shares of common stock as may become issuable under the Mariner Energy, Inc. Third Amended and Restated Stock Incentive Plan as a result of stock splits, stock dividends or similar transactions.
- (3) Includes associated preferred stock purchase rights. No separate consideration is payable for the preferred stock purchase rights. Therefore, the registration fee for such securities is included in the registration fee for the common stock.
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**TABLE OF CONTENTS**

REGISTRATION OF ADDITIONAL SECURITIES

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

SIGNATURES

POWER OF ATTORNEY

EXHIBIT INDEX

EX-5.1

EX-23.1

EX-23.2

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**Table of Contents****REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the Securities Act), to register an additional 6,000,000 shares of common stock of Mariner Energy, Inc. (the Company) issuable pursuant to the Mariner Energy, Inc. Third Amended and Restated Stock Incentive Plan adopted effective May 11, 2009 (the Plan). The Plan amended and restated the Company's Second Amended and Restated Stock Incentive Plan (the Prior Plan). The Board of Directors of the Company recommended for approval by, and, on May 11, 2009, the stockholders approved the Plan which amended the Prior Plan, to among other things, increase the number of shares available for issuance from 6,500,000 to 12,500,000. The contents of the Registration Statement on Form S-8 (File No. 333-132152) relating to the Plan are incorporated herein by reference.

**PART II****INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****Item 8. Exhibits.**

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

Exhibit No.	Description
4.1	Second Amended and Restated Certificate of Incorporation of Mariner Energy, Inc., as amended (incorporated by reference to Exhibit 3.1 to Mariner Energy, Inc.'s Registration Statement on Form S-8 (File No. 333-132800) filed on March 29, 2006).
4.2	Fourth Amended and Restated Bylaws of Mariner Energy, Inc. (incorporated by reference to Exhibit 3.2 to Mariner Energy, Inc.'s Registration Statement on Form S-4 (File No. 333-129096) filed on October 18, 2005).
4.3	Rights Agreement, dated as of October 12, 2008, between Mariner Energy, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 4.1 to Mariner Energy Inc.'s Form 8-K filed on October 14, 2008).
4.4	Certificate of Designations of Series A Junior Participating Preferred Stock of Mariner Energy, Inc. (incorporated by reference to Exhibit 3.1 to Mariner's Form 8-K filed on October 14, 2008).
4.5	Mariner Energy, Inc. Third Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to Mariner Energy Inc.'s Form 8-K filed on filed on May 12, 2009).
5.1*	Opinion of Baker Botts L.L.P.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Ryder Scott Company, L.P.
23.3	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).

\* Filed herewith

**Table of Contents**

**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 June 2, 2009.

**MARINER ENERGY, INC.**

By: /s/ Scott D. Josey  
Scott D. Josey  
Chairman of the Board, Chief Executive  
Officer and President

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Scott D. Josey, John H. Karnes and Teresa G. Bushman, and each of them, severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom will be authorized to act without the other, with full and several power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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, appropriate or advisable in connection with any or all of the above-described matters, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes 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 indicated on June 2, 2009.

/s/ Scott D. Josey	Chairman of the Board, Chief Executive Officer and President
Scott D. Josey	(Principal Executive Officer)
/s/ John H. Karnes	Senior Vice President, Chief Financial Officer and Treasurer
John H. Karnes	(Principal Financial and Accounting Officer)
/s/ Bernard Aronson	Director
Bernard Aronson	
/s/ Alan R. Crain, Jr.	Director
Alan R. Crain, Jr.	
/s/ Jonathan Ginns	Director
Jonathan Ginns	
/s/ John F. Greene	Director
John F. Greene	
/s/ H. Clayton Peterson	Director
H. Clayton Peterson	



**Table of Contents**

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