

Superior Well Services, INC
Form 3
August 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â NABORS INDUSTRIES LTD

(Last) (First) (Middle)

MINTFLOWER PLACE,Â 8
PAR-LA-VILLE ROAD

(Street)

HAMILTON HM08,Â D0Â

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
08/06/2010

3. Issuer Name **and** Ticker or Trading Symbol
Superior Well Services, INC [SWSI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 ⁽¹⁾	10,453,985	I	By Diamond Acquisition Corp. ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NABORS INDUSTRIES LTD MINTFLOWER PLACE 8 PAR-LA-VILLE ROAD HAMILTON HM08, D0	Â	Â X	Â	Â
Diamond Acquisition Corp. 515 WEST GREENS ROAD SUITE, 1200 HOUSTON, TX 77067	Â	Â X	Â	Â

Signatures

/s/ MARK D. ANDREWS
Corporate Secretary, on behalf of Nabors Industries Ltd. 08/12/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares beneficially owned as a result of the Reporting Person entering into the Tender and Voting Agreement, dated as of August 6, 2010, with Diamond Acquisition Corp. and certain stockholders of the Issuer (the "Tender Agreement"). Concurrently with the execution of the

- (1) Tender Agreement, the Reporting Person, Diamond Acquisition Corp. and Issuer entered into the Agreement and Plan of Merger, pursuant to which the Reporting Person and Diamond Acquisition Corp. agreed to commence an offer to purchase for cash all issued and outstanding shares of Issuer's common stock.
- (2) Diamond Acquisition Corp. is a Delaware corporation and wholly owned subsidiary of Nabors Industries Ltd.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.