

Willbros Group, Inc.\NEW\  
Form 8-K  
May 28, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) May 26, 2010  
WILLBROS GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)  
Delaware

(State or Other Jurisdiction of Incorporation)

1-11953

30-0513080

(Commission File Number)

(IRS Employer Identification No.)

4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027

(Address of Principal Executive Offices)

(Zip Code)

(713) 403-8000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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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(e) On May 26, 2010, the stockholders of Willbros Group, Inc. (the Company) approved the 2010 Stock and Incentive Compensation Plan (the 2010 Plan), which allows the Company to grant stock-based and cash-based compensation to employees (including employees of subsidiaries). The 2010 Plan authorizes the issuance of 2,100,000 shares of Company common stock. No further awards will be made under the Willbros Group, Inc. 1996 Stock Plan.

All employees of the Company and its subsidiaries are eligible to receive awards under the 2010 Plan, as determined by the Compensation Committee of the Board of Directors (the Committee) or the Board of Directors. The Committee will administer the 2010 Plan. Awards under the 2010 Plan may be granted in any one or a combination of the following forms: incentive stock options; non-qualified stock options; stock appreciation rights; restricted stock; restricted stock units; performance shares; performance units; cash based awards; and other stock-based awards.

A more detailed description of the 2010 Plan is contained in the Company's Proxy Statement on Schedule 14A for its 2010 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 23, 2010. The 2010 Plan is filed as Exhibit 10 to this Current Report on Form 8-K and is incorporated by reference as though fully set forth herein.

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

On May 26, 2010, the Company held its 2010 Annual Meeting of Stockholders (the Annual Meeting). A total of 39,680,392 shares of the Company's common stock were entitled to vote as of April 9, 2010, the record date for the Annual Meeting. There were 36,203,023 shares present, or 91% in person or by proxy at the Annual Meeting, at which the stockholders were asked to vote on three proposals. Set forth below are the matters acted upon by the stockholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal One Election of Directors**

The stockholders voted to elect three Class II Directors to serve for a term of three years expiring at the Annual Meeting in 2013, or until their successors shall be duly elected and qualified. The results of the vote were as follows:

|                    | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------|------------|----------------|----------------|-----------------------------|
| John T. McNabb, II | 28,572,465 | 2,982,962      | 2,865          | 4,664,731                   |
| Robert L. Sluder   | 30,991,116 | 562,953        | 4,223          | 4,644,731                   |
| S. Miller Williams | 30,987,816 | 566,153        | 4,323          | 4,644,731                   |

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Proposal Two Approval of the Willbros Group, Inc. 2010  
Stock and Incentive Compensation Plan

The stockholders voted to approve the 2010 Plan. The results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 23,112,927 | 7,779,849      | 665,516        | 4,644,731                   |

Proposal Three Ratification of Appointment of Independent  
Registered Public Accounting Firm

The stockholders voted to ratify the appointment of Grant Thornton LLP as the Company's independent auditor for 2010. The results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 35,946,195 | 249,257        | 7,571          | -0-                         |

**Item 9.01. Exhibits.**

(d) *Exhibits.*

The following exhibits are filed herewith.

**Exhibit  
No.**

**Description**

|    |  |
|----|--|
| 10 | Willbros Group, Inc. 2010 Stock and Incentive Compensation Plan (filed as Exhibit B to our Proxy Statement for Annual Meeting of Stockholders dated April 23, 2010, and incorporated by reference herein). |
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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.

WILLBROS GROUP, INC.

Date: May 28, 2010

By: /s/ Van A. Welch  
Van A. Welch  
Senior Vice President and  
Chief Financial Officer

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