

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

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**FORM 8-K**

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**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 9, 2012**

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**PARKER DRILLING COMPANY**

**(Exact name of registrant as specified in its charter)**

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

**001-07573**  
**(Commission  
File Number)**

**73-0618660**  
**(IRS Employer  
Identification No.)**

**5 Greenway Plaza, Suite 100  
Houston, Texas**

**(Address of principal executive offices)**

**77046**  
**(Zip Code)**

**Registrant's telephone number, including area code: (281) 406-2000**

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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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**Item 8.01 Other Events**

The previously announced tender offer by Parker Drilling Company (the “Company”) for any and all \$125 million aggregate principal amount of its outstanding Convertible Senior Notes (the “Convertible Senior Notes”) expired at 11:59 p.m., New York City time, on May 8, 2012 (the “Expiration Date”). The Company has accepted for purchase all of the aggregate principal amount of Convertible Senior Notes that were validly tendered and not withdrawn as of the Expiration Date for an aggregate consideration of \$124,073,165.94, including accrued and unpaid interest on the Convertible Senior Notes. In accordance with the terms of the tender offer, the depository will promptly issue payment for the Convertible Senior Notes accepted for purchase.

On May 9, 2012, the Company issued a press release announcing the results of the tender offer. The press release is incorporated by reference into this Item 8.01 and the foregoing description is qualified in its entirety by reference to such exhibit.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release announcing results of tender offer issued by Parker Drilling Company, dated May 9, 2012.

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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.

PARKER DRILLING COMPANY

Date: May 9, 2012

By: /s/ Jon-Al Duplantier  
Jon-Al Duplantier  
Senior Vice President and  
General Counsel

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release announcing results of tender offer issued by Parker Drilling Company, dated May 9, 2012.

**PARKER DRILLING COMPANY ANNOUNCES RESULTS OF CASH TENDER  
OFFER FOR ITS 2.125% CONVERTIBLE SENIOR NOTES DUE 2012**

HOUSTON, May 9, 2012 - Parker Drilling Company (NYSE: PKD) (Company) today announced the expiration and final results of the Company's previously announced cash tender offer (Tender Offer) for any and all \$125 million aggregate principal amount of its 2.125% Convertible Senior Notes due 2012 (Convertible Senior Notes). The Tender Offer expired at 11:59 p.m., New York City time, on May 8, 2012. The Tender Offer was made pursuant to the Offer to Purchase dated April 11, 2012.

Based on information provided by The Bank of New York Mellon Trust Company, N.A., the depository for the tender offer, \$122,852,000 in aggregate principal amount of Convertible Senior Notes were validly tendered and not withdrawn pursuant to the Tender Offer. The Company accepted for purchase all of the aggregate principal amount of Convertible Senior Notes (the Accepted Notes) validly tendered and not withdrawn for aggregate consideration of \$124,073,165.94 (the Total Consideration), which includes accrued but unpaid interest on the Accepted Notes. All Convertible Senior Notes purchased in the Tender Offer will be retired.

The Company will deposit with the Depository Trust Company the amount of cash necessary to pay for all Accepted Notes, which payment will include accrued and unpaid interest to, but not including, May 9, 2012.

The complete terms and conditions of the Tender Offer are described in the Offer to Purchase dated April 11, 2012, as amended, copies of which may be obtained from D.F. King & Co., Inc., the information agent for the Tender Offer, at (800) 628-8536 (US toll free) or, for banks and brokers, (212) 269-5550. The Company retained Barclays Capital Inc. to act as the exclusive dealer manager in connection with the Tender Offer. Questions regarding the terms of the Tender Offer may be directed to Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect).

This announcement is not an offer to purchase or a solicitation of an offer to purchase any securities. The Tender Offer was made solely by the Offer to Purchase dated April 11, 2012, as amended. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

**Cautionary Statement Regarding Forward-Looking Statements**

Statements in this news release, including but not limited to those relating to the tender offer and other statements that are not historical facts are forward-looking statements that are based on current expectations. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that these expectations will prove correct. Important factors that could cause actual results to differ materially from those in the forward-looking statements include results of operations, market conditions, capital needs and uses, successful completion of the tender offer and other risks and uncertainties that are beyond the Company's control, including those described in the Company's Form 10-K for the year ended December 31, 2011 and its other filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which such statement is made and the Company undertakes no obligation to correct or update forward-looking information.

SOURCE: Parker Drilling Company