

SUPERIOR ENERGY SERVICES INC

Form S-4/A

December 06, 2011

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As filed with the Securities and Exchange Commission on December 6, 2011

Registration No. 333-177679

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

**Amendment No. 1
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SUPERIOR ENERGY SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

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

1389

*(Primary Standard Industrial
Classification Code Number)*

75-2379388

*(I.R.S. Employer
Identification Number)*

**601 Poydras Street, Suite 2400
New Orleans, Louisiana 70130
(504) 587-7374**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**William B. Masters
Executive Vice President and General Counsel
Superior Energy Services, Inc.
601 Poydras Street, Suite 2400
New Orleans, Louisiana 70130
(504) 587-7374**

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

Copies To:

**Scott D. Chenevert
Jones, Walker, Waechter,
Poitevent, Carrère &
Denègre L.L.P.
8555 United Plaza Boulevard
5th Floor
Baton Rouge, Louisiana 70809**

**James F. Maroney, III
Vice President, Secretary and
General Counsel
Complete Production Services, Inc.
11700 Katy Freeway, Suite 300
Houston, Texas 77079**

**R. Scott Shean
Latham & Watkins LLP
650 Town Center Drive
20th Floor
Costa Mesa, California 92626**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions to the closing of the merger

described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
Exchange Act Rule 14d-1(d) (Cross-Border Issuer Third Party Tender Offer)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. Superior Energy Services, Inc. may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities nor should it be considered a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 6, 2011

JOINT PROXY STATEMENT/PROSPECTUS

To the Stockholders of Superior Energy Services, Inc. and the Stockholders of Complete Production Services, Inc.:

Superior Energy Services, Inc., which we refer to as Superior, and Complete Production Services, Inc., which we refer to as Complete, have entered into an agreement and plan of merger dated as of October 9, 2011, as it may be amended from time to time, which we refer to as the merger agreement and which is attached as Annex A to this joint proxy statement/prospectus and incorporated herein by reference. Pursuant to the merger agreement, Complete will merge with and into an indirect wholly owned subsidiary of Superior, which we refer to as Merger Sub, at which time the separate existence of Complete will cease, and Superior will be the parent company of Merger Sub and Complete's subsidiaries. The obligations of Superior and Complete to effect the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. If the merger is completed pursuant to the merger agreement, each Complete stockholder will receive 0.945 of a share of Superior common stock and \$7.00 in cash, which we collectively refer to as the merger consideration, for each share of Complete common stock held immediately prior to the effective time. The stock exchange ratio and cash amount are fixed and will not be adjusted to reflect changes in the stock price of Superior common stock or Complete common stock.

In connection with the proposed merger, Superior and Complete will each hold a special meeting of their respective stockholders. At Superior's special meeting, Superior stockholders will be asked to vote on (i) a proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, (ii) a proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares and (iii) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting. At Complete's special meeting, Complete stockholders will be asked to vote on (i) a proposal to adopt the merger agreement, (ii) a non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger and (iii) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

The record date for determining the stockholders entitled to receive notice of, and to vote at, the Superior special meeting and the Complete special meeting is December 12, 2011. The merger cannot be completed unless (i) Superior stockholders (A) approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement by the affirmative vote of the holders of at least a majority of the votes cast on the proposal, provided that the total votes cast on the proposal represent at least a majority of the outstanding shares of Superior common stock, and (B) adopt the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares by the affirmative vote

of the holders of at least a majority of the outstanding shares of Superior common stock entitled to vote, and (ii) Complete stockholders adopt the merger agreement by the affirmative vote of the holders of at least a majority of the outstanding shares of Complete common stock entitled to vote.

Superior's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Superior and its stockholders; (ii) approved the merger agreement, the merger and the other transactions contemplated thereby; and (iii) approved the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the amendment to Superior's certificate of incorporation to increase the authorized number of shares of Superior common stock from 125,000,000 shares to 250,000,000 shares. Superior's board of directors unanimously recommends that Superior stockholders vote FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares and FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to amend Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

Complete's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Complete and its stockholders, and (ii) approved the merger agreement, the merger and the other transactions contemplated thereby. Complete's board of directors unanimously recommends that Complete stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger, and FOR any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

This joint proxy statement/prospectus contains important information about Superior, Complete, the merger, the merger agreement and the special meetings. This document is also a prospectus for the shares of Superior common stock that will be issued to Complete stockholders pursuant to the merger agreement. **We encourage you to read this joint proxy statement/prospectus carefully before voting, including the section entitled Risk Factors beginning on page 19.**

Your vote is important. Whether or not you plan to attend Superior's special meeting or Complete's special meeting, as applicable, please submit a proxy to vote your shares as promptly as possible. To submit a proxy, complete, sign, date and mail your proxy card in the preaddressed postage-paid envelope provided or submit your proxy by one of the other methods specified in this joint proxy statement/prospectus or the accompanying notices. Submitting a proxy will ensure that your vote is counted at the applicable special meeting if you do not attend in person. If your shares of common stock are held in street name by your broker or other nominee, only your broker or other nominee can vote your shares and the vote cannot be cast unless you provide instructions to your broker or other nominee on how to vote or you obtain a legal proxy from your broker or other nominee. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares. You may revoke your proxy at any time before it is voted. Please review this joint proxy statement/prospectus for more complete information regarding the merger and Superior's special meeting and Complete's special meeting, as applicable.

David D. Dunlap
President and Chief Executive Officer
Superior Energy Services, Inc.

Joseph C. Winkler
Chairman and Chief Executive Officer
Complete Production Services, Inc.

Neither the Securities and Exchange Commission, which we refer to as the SEC, nor any state securities regulatory authority has approved or disapproved of the merger or the securities to be issued under this joint proxy statement/prospectus or has passed upon the adequacy or accuracy of the disclosure in this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2011, and is first being mailed to Superior and Complete stockholders on or about [], 2011.

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**Superior Energy Services, Inc.
601 Poydras Street, Suite 2400
New Orleans, Louisiana 70130
(504) 587-7374**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], 2012**

To the Stockholders of Superior Energy Services, Inc.:

We are pleased to invite you to attend a special meeting of the stockholders of Superior Energy Services, Inc., a Delaware corporation, which we refer to as Superior, which will be held at [], on [], 2012 at []:00 a.m., local time, for the following purposes:

1. to consider and vote on a proposal to approve the issuance of shares of Superior common stock to the stockholders of Complete Production Services, Inc., a Delaware corporation, which we refer to as Complete, pursuant to the Agreement and Plan of Merger, dated as of October 9, 2011, as it may be amended from time to time, which we refer to as the merger agreement, by and among Superior, SPN Fairway Acquisition, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Superior, and Complete (a copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus accompanying this notice);
2. to consider and vote on a proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares; and
3. to consider and vote on any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to amend Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

We do not expect to transact any other business at the special meeting. Superior's board of directors has fixed the close of business on December 12, 2011 as the record date for determination of Superior stockholders entitled to receive notice of, and to vote at, Superior's special meeting and any adjournments of the special meeting. Only holders of record of Superior common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Superior special meeting.

Approval of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement requires the affirmative vote of the holders of at least a majority of the votes cast on the proposal, provided that the total votes cast on the proposal represent at least a majority of the outstanding shares of Superior common stock. Approval of the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock entitled to vote. Approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to amend Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock represented in person or by proxy at the special meeting and entitled to vote on such

proposal.

Superior's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Superior and its stockholders; (ii) approved the merger agreement, the merger and the other transactions contemplated thereby; and (iii) approved the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the amendment to Superior's

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certificate of incorporation to increase the authorized number of shares of Superior common stock from 125,000,000 shares to 250,000,000 shares. Superior's board of directors unanimously recommends that Superior stockholders vote FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares and FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the special meeting, please submit a proxy to vote your shares as promptly as possible. To submit a proxy, complete, sign, date and mail your proxy card in the preaddressed postage-paid envelope provided or, if the option is available to you, call the toll free telephone number listed on your proxy card or use the Internet as described in the instructions on the enclosed proxy card to submit your proxy. Submitting a proxy will assure that your vote is counted at the special meeting if you do not attend in person. If your shares of Superior common stock are held in street name by your broker or other nominee, only your broker or other nominee can vote your shares of Superior common stock and the vote cannot be cast unless you provide instructions to your broker or other nominee on how to vote or obtain a legal proxy from your broker or other nominee. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares of Superior common stock. You may revoke your proxy at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and Superior's special meeting.

By Order of the Board of Directors

Greg Rosenstein
Secretary

New Orleans, Louisiana
[], 2011

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**Complete Production Services, Inc.
11700 Katy Freeway
Suite 300
Houston, Texas 77079
(281) 372-2300**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], 2012**

To the Stockholders of Complete Production Services, Inc.:

A special meeting of the stockholders of Complete Production Services, Inc., a Delaware corporation, which we refer to as Complete, will be held at [] on [], 2012, at []:00 a.m., local time, for the following purposes:

1. to consider and vote on the proposal to adopt the Agreement and Plan of Merger, dated as of October 9, 2011, as it may be amended from time to time, which we refer to as the merger agreement, by and among Superior Energy Services, Inc., a Delaware corporation, which we refer to as Superior, SPN Fairway Acquisition, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Superior, and Complete (a copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus accompanying this notice);
2. to consider and vote, on a non-binding, advisory basis, on the proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger; and
3. to consider and vote on any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

We do not expect to transact any other business at the special meeting. Complete's board of directors has fixed the close of business on December 12, 2011 as the record date for determination of Complete stockholders entitled to receive notice of, and to vote at, Complete's special meeting and any adjournments of the special meeting. Only holders of record of Complete common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Complete special meeting.

Approval of the proposal to adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Complete common stock entitled to vote. Approval of (i) the non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger and (ii) the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting each requires the affirmative vote of the holders of at least a majority of the shares of Complete common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Complete's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Complete and its stockholders, and (ii) approved the merger agreement, the merger and the other transactions contemplated thereby. Complete's board of directors unanimously recommends that Complete stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger, and FOR any

proposal to authorize Complete s board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

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YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the special meeting, please submit a proxy to vote your shares as promptly as possible. To submit a proxy, complete, sign, date and mail your proxy card in the preaddressed postage-paid envelope provided or, if the option is available to you, call the toll-free telephone number listed on your proxy card or use the Internet as described in the instructions on the enclosed proxy card to submit your proxy. Submitting a proxy will assure that your vote is counted at the special meeting if you do not attend in person. If your shares of Complete common stock are held in street name by your broker or other nominee, only your broker or other nominee can vote your shares of Complete common stock and the vote cannot be cast unless you provide instructions to your broker or other nominee on how to vote or obtain a legal proxy from your broker or other nominee. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares of Complete common stock. You may revoke your proxy at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and Complete's special meeting.

By Order of the Board of Directors of
Complete Production Services, Inc.

James F. Maroney, III
Vice President, Secretary and General Counsel

Houston, Texas
[], 2011

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Superior and Complete from other documents filed with the SEC that are not included or delivered with this joint proxy statement/prospectus. See *Where You Can Find More Information; Incorporation by Reference* beginning on page 126.

Documents incorporated by reference are also available to Superior stockholders and Complete stockholders without charge upon written or oral request. You can obtain any of these documents by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers.

Superior Energy Services, Inc.
Attention: Corporate Secretary
601 Poydras Street, Suite 2400
New Orleans, Louisiana 70130
(504) 587-7374
www.superiorenergy.com

Complete Production Services, Inc.
Attention: Corporate Secretary
11700 Katy Freeway, Suite 300
Houston, Texas 77079
(281) 372-2300
www.completeproduction.com

You can also obtain any of these documents by requesting them in writing or by telephone from Georgeson Inc., Superior's proxy solicitor, or MacKenzie Partners, Inc., Complete's proxy solicitor, at the following addresses and telephone numbers.

Georgeson Inc.
199 Water St.
26th Floor
New York, New York 10038
888-206-5970
superiorenergy@georgeson.com

MacKenzie Partners, Inc.
105 Madison Avenue
New York, New York 10016
800-322-2885
proxy@mackenziepartners.com

To receive timely delivery of the requested documents in advance of the applicable special meeting, you should make your request no later than [], 2011.

ABOUT THIS DOCUMENT

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed by Superior with the SEC, constitutes a prospectus of Superior for purposes of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of Superior common stock to be issued to Complete stockholders in exchange for shares of Complete common stock pursuant to the merger agreement. This joint proxy statement/prospectus also constitutes a proxy statement for each of Superior and Complete for purposes of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. In addition, it constitutes a notice of meeting with respect to the special meeting of Superior stockholders and a notice of meeting with respect to the special meeting of Complete stockholders.

You should rely only on the information contained or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated [], 2011. You should not assume that the information contained in this document is accurate as of any date other than that date. You should not assume that the information incorporated by

reference into this document is accurate as of any date other than the date of such incorporated document. Neither our mailing of this document to Superior stockholders or Complete stockholders nor the issuance by Superior of shares of its common stock to Complete stockholders pursuant to the merger agreement will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding Superior has been provided by Superior and information contained in this joint proxy statement/prospectus regarding Complete has been provided by Complete.

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QUESTIONS AND ANSWERS

The following are some questions that Superior stockholders and Complete stockholders may have regarding the proposals being considered at Superior's special meeting and Complete's special meeting and brief answers to those questions. Superior and Complete urge you to read carefully this entire joint proxy statement/prospectus, including the Annexes, and the other documents to which this joint proxy statement/prospectus refers or incorporates by reference because the information in this section does not provide all the information that might be important to you. Unless stated otherwise, all references in this joint proxy statement/prospectus to Superior are to Superior Energy Services, Inc., a Delaware corporation; all references to Complete are to Complete Production Services, Inc., a Delaware corporation; all references to Merger Sub or the surviving company are to SPN Fairway Acquisition, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Superior; all references to the merger agreement are to the Agreement and Plan of Merger, dated as of October 9, 2011, by and among Superior, Merger Sub and Complete, as it may be amended from time to time, a copy of which is attached as Annex A to this joint proxy statement/prospectus and is incorporated herein by reference; and all references to the merger are to the merger of Complete with and into Merger Sub pursuant to the terms of the merger agreement.

Q: What is the proposed transaction?

A: Superior and Complete have entered into a merger agreement pursuant to which Complete will merge with and into Merger Sub, with Merger Sub surviving the merger as an indirect wholly owned subsidiary of Superior. At the effective time of the merger, each issued and outstanding share of Complete common stock (other than dissenting shares) will be converted automatically into the right to receive (i) 0.945 of a share of Superior common stock, par value \$0.001 per share, and (ii) \$7.00 in cash, as described under "The Merger Agreement Merger Consideration" beginning on page 90.

Q: Why are Superior and Complete proposing the merger?

A: Among other reasons, the boards of directors of Superior and Complete each believe that the merger will position the combined company as the only mid-cap oilfield service company in the United States (a company with market capitalization between \$3 billion and \$10 billion) providing services and equipment to upstream oil and natural gas operators, making the combined company better equipped to compete with the larger oilfield services companies and to expand internationally. To review the reasons of the boards of directors of Superior and Complete for the merger in greater detail, see "The Merger Recommendation of Superior's Board of Directors and Its Reasons for the Merger" beginning on page 52 and "The Merger Recommendation of Complete's Board of Directors and Its Reasons for the Merger" beginning on page 54.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Superior's and Complete's boards of directors are using this joint proxy statement/prospectus to solicit proxies of Superior and Complete stockholders in connection with the merger agreement and the merger. In addition, Superior is using this joint proxy statement/prospectus as a prospectus for Complete stockholders because Superior is offering shares of its common stock to be issued in exchange for shares of Complete common stock in the merger.

In order to complete the merger, Superior stockholders must vote to approve the issuance of shares of Superior common stock to Complete stockholders stock pursuant to the merger agreement and to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from

125,000,000 shares to 250,000,000 shares, and Complete stockholders must vote to adopt the merger agreement. Complete stockholders will also vote on a non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger.

Superior and Complete will hold separate special meetings of their respective stockholders to obtain these approvals. This joint proxy statement/prospectus contains important information about the merger and the special meetings of the stockholders of Superior and Complete, and you should read it carefully. The enclosed voting materials allow you to vote your shares of Superior common stock and/or Complete common stock, as applicable, without attending the applicable special meeting.

We encourage you to submit your proxy as promptly as possible.

Q: When and where is the special meeting of Superior stockholders?

A: Superior's special meeting will be held at [], on [], 2012 at []:00 a.m., local time.

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Q: When and where is the special meeting of Complete stockholders?

A: Complete's special meeting will be held at [], on [], 2012 at []:00 a.m., local time.

Q: Who can vote at the special meetings?

A: All Superior stockholders of record as of the close of business on December 12, 2011, the record date for determining stockholders entitled to notice of and to vote at Superior's special meeting, are entitled to receive notice of and to vote at Superior's special meeting. As of the record date, there were [] shares of Superior common stock outstanding and entitled to vote at the Superior special meeting, held by approximately, [] holders of record. Each share of Superior common stock is entitled to one vote on each proposal presented at Superior's special meeting.

All Complete stockholders of record as of the close of business on December 12, 2011, the record date for determining stockholders entitled to notice of and to vote at Complete's special meeting, are entitled to receive notice of and to vote at Complete's special meeting. As of the record date, there were [] shares of Complete common stock outstanding and entitled to vote at the Complete special meeting, held by approximately [] holders of record. Each share of Complete common stock is entitled to one vote on each proposal presented at Complete's special meeting.

Q: What constitutes a quorum?

A: Superior's bylaws provide that a majority of the outstanding shares of Superior common stock entitled to vote generally in the election of directors, represented in person or by proxy, constitutes a quorum at a meeting of its stockholders.

Complete's bylaws provide that a majority of the outstanding shares of Complete common stock entitled to vote at the meeting, represented in person or by proxy, constitutes a quorum at a meeting of its stockholders.

Shares that are voted and shares abstaining from voting are treated as being present at each of the Superior special meeting and the Complete special meeting, as applicable, for purposes of determining whether a quorum is present.

Q: What vote is required to approve the proposals at Superior's special meeting and Complete's special meeting?

A: Approval of the proposal of Superior to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement requires the affirmative vote of the holders of at least a majority of the votes cast on such proposal, provided that the total votes cast on the proposal represent at least a majority of the outstanding shares of Superior common stock. Approval of the proposal of Superior to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock entitled to vote. Approval of the proposal of Superior to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting requires the affirmative vote of the holders of at least a

majority of the outstanding shares of Superior common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Approval of the proposal of Complete to adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Complete common stock entitled to vote. Approval of (i) the non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger and (ii) the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting each requires the affirmative vote of the holders of at least a majority of the shares of Complete

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common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Your vote is important. We encourage you to submit your proxy as promptly as possible.

Q: If my shares of Superior common stock or Complete common stock are held in street name by my broker or other nominee, will my broker or other nominee vote my shares of Superior common stock or Complete common stock for me? What happens if I do not vote for a proposal?

A: Unless you instruct your broker or other nominee how to vote your shares of Superior common stock or Complete common stock, as applicable, held in street name, your shares will **NOT** be voted. This is referred to as a broker non-vote. If you hold your shares in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), you must provide your broker or other nominee with instructions on how to vote your shares. Please follow the voting instructions provided by your broker or other nominee on the enclosed voting instruction card. You should also be aware that you may not vote shares of Superior common stock or Complete common stock held in street name by returning a proxy card directly to Superior or Complete or by voting in person at Superior or Complete's special meetings unless you provide a legal proxy, which you must obtain from your broker or other nominee.

If you are a Superior stockholder, abstentions will be counted in determining the presence of a quorum, but broker non-votes will not be counted in determining the presence of a quorum. Abstentions and broker non-votes will not be counted as votes cast with regard to the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, and as such, abstentions and broker non-votes could result in there not being sufficient votes cast on such proposal. Abstentions and broker non-votes will have the same effect as votes cast **AGAINST** the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares. Abstentions will have the same effect as votes cast **AGAINST** the proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting, but broker non-votes will have no effect on such proposal.

If you are a Complete stockholder, abstentions will be counted in determining the presence of a quorum, but broker non-votes will not be counted in determining the presence of a quorum. Abstentions will have the same effect as votes cast **AGAINST** (i) the proposal to adopt the merger agreement, (ii) the non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger and (iii) the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting. Broker non-votes will have the same effect as votes cast **AGAINST** the adoption of the merger agreement, but will have no effect on the non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger or the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

Q: If I am a Complete stockholder, should I send in my stock certificates with my proxy card?

A:

NO. Please **DO NOT** send your Complete stock certificates with your proxy card. If the merger is adopted, you will be sent written instructions for exchanging your stock certificates.

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Q: What are the tax consequences of the merger?

A: The merger is intended to qualify as a reorganization pursuant to section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. Assuming the merger qualifies as a reorganization, a Complete stockholder:

will recognize gain (but not loss) with respect to its Complete common stock in an amount equal to the lesser of (i) any gain realized with respect to that stock or (ii) the amount of cash received with respect to that stock (other than any cash received in lieu of a fractional share of Superior common stock); and

will recognize gain (or loss) to the extent any cash received in lieu of a fractional share of Superior common stock exceeds (or is less than) the basis of the fractional share.

Tax matters are very complicated, and the tax consequences of the merger to a particular stockholder will depend on such stockholder's circumstances. Accordingly, Complete and Superior urge you to consult your tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of U.S. federal, state, local and foreign income and other tax laws. For a more complete discussion of the material U.S. federal income tax consequences of the merger, see "The Merger" Material U.S. Federal Income Tax Consequences of the Merger beginning on page 84.

Q: Are Complete stockholders entitled to appraisal rights?

A: Yes. Complete stockholders who do not vote in favor of the proposal of Complete to adopt the merger agreement will be entitled to seek appraisal of their shares pursuant to Section 262 of the General Corporation Law of the State of Delaware, which we refer to as the DGCL, and, if such rights are properly demanded and perfected and not withdrawn or lost and the merger is completed, such stockholders will be entitled to obtain payment of the judicially determined fair value of their shares of Complete common stock.

Q: How does Superior's board of directors recommend that Superior stockholders vote?

A: Superior's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Superior and its stockholders; (ii) approved the merger agreement, the merger and the other transactions contemplated thereby; and (iii) approved the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the amendment to Superior's certificate of incorporation to increase the authorized number of shares of Superior common stock from 125,000,000 shares to 250,000,000 shares.

Superior's board of directors unanimously recommends that Superior stockholders vote FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares and FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to amend Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting. For a more complete description of the recommendation of Superior's board of directors, see "The Merger" Recommendation of Superior's Board of Directors and Its Reasons for the Merger

beginning on page 52.

Q: How does Complete s board of directors recommend that Complete stockholders vote?

A: Complete s board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Complete and its stockholders, and (ii) approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

Complete s board of directors unanimously recommends that Complete stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding, advisory

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basis, the compensation that may become payable to Complete's named executive officers in connection with the merger, and FOR any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting. For a more complete description of the recommendation of Complete's board of directors, see The Merger Recommendation of Complete's Board of Directors and Its Reasons for the Merger beginning on page 54.

Q: How will Superior stockholders be affected by the merger and share issuance?

A: After the merger, each Superior stockholder will continue to own the shares of Superior common stock that the stockholder held immediately prior to the merger. However, because Superior will be issuing new shares of Superior common stock to Complete stockholders in the merger, each outstanding share of Superior common stock immediately prior to the merger will represent a smaller percentage of the aggregate number of shares of Superior common stock outstanding after the merger. As a result of the merger, each Superior stockholder will own shares in a larger company with more assets.

Q: What do I need to do now?

A: After you have carefully read this joint proxy statement/prospectus, please respond by completing, signing and dating your proxy card or voting instruction card and returning it in the enclosed preaddressed postage-paid envelope or, if available, by submitting your proxy by one of the other methods specified in your proxy card or voting instruction card as promptly as possible so that your shares of Superior common stock or Complete common stock will be represented and voted at Superior's special meeting or Complete's special meeting, as applicable.

Please refer to your proxy card or voting instruction card forwarded by your broker or other nominee to see which voting options are available to you.

The method by which you submit a proxy will in no way limit your right to vote at Superior's special meeting or Complete's special meeting if you later decide to attend the meeting in person. However, if your shares of Superior common stock or Complete common stock are held in the name of a broker or other nominee, you must obtain a legal proxy, executed in your favor, from your broker or other nominee, to be able to vote in person at Superior's special meeting or Complete's special meeting.

Q: How will my proxy be voted?

A: All shares of Superior common stock entitled to vote and represented by properly completed proxies received prior to Superior's special meeting, and not revoked, will be voted at Superior's special meeting as instructed on the proxies. If you properly sign, date and return a proxy card, but do not indicate how your shares of Superior common stock should be voted on a matter, the shares of Superior common stock represented by your proxy will be voted as Superior's board of directors recommends and therefore FOR the approval of the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the adoption of an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares, and FOR the proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting. If you do not provide voting

instructions to your broker or other nominee, your shares of Superior common stock will NOT be voted at the meeting and will be considered broker non-votes.

All shares of Complete common stock entitled to vote and represented by properly completed proxies received prior to Complete s special meeting, and not revoked, will be voted at Complete s special meeting as instructed on the proxies. If you properly sign, date and return a proxy card, but do not indicate how your shares of Complete common stock should be voted on a matter, the shares of Complete common stock represented by your proxy will be voted as Complete s board of directors recommends and therefore FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding,

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advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger and FOR the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting. If you do not provide voting instructions to your broker or other nominee, your shares of Complete common stock will NOT be voted at the meeting and will be considered broker non-votes.

Q: Can I revoke my proxy or change my vote after I have delivered my proxy?

A: Yes. You may revoke your proxy or change your vote at any time before your proxy is voted at Superior's special meeting or Complete's special meeting, as applicable. If you are a holder of record, you can do this in any of the three following ways:

by sending a written notice to the Secretary of Superior or the Secretary of Complete, as applicable, at the address set forth below, in time to be received before Superior's special meeting or Complete's special meeting, as applicable, stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card and returning it by mail in time to be received before Superior's special meeting or Complete's special meeting, as applicable, or by submitting a later dated proxy by the Internet or telephone in which case your later-submitted proxy will be recorded and your earlier proxy revoked; or

by attending the Superior special meeting or the Complete special meeting, as applicable, and voting in person. Simply attending Superior's special meeting or Complete's special meeting without voting will not revoke your proxy or change your vote.

If your shares of Superior common stock or Complete common stock are held in an account at a broker or other nominee and you desire to change your vote or vote in person, you should contact your broker or other nominee for instructions on how to do so.

Q: What should I do if I receive more than one set of voting materials for Superior's special meeting or Complete's meeting?

A: You may receive more than one set of voting materials for Superior's special meeting or Complete's special meeting, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares of Superior common stock or Complete common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares of Superior common stock or Complete common stock. If you are a holder of record and your shares of Superior common stock or Complete common stock are registered in more than one name, you may receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or if available, please submit your proxy by telephone or over the Internet.

Q: What happens if I am a stockholder of both Superior and Complete?

A: You will receive separate proxy cards for each company and must complete, sign and date each proxy card and return each proxy card in the appropriate preaddressed postage-paid envelope or, if available, by submitting a proxy by one of the other methods specified in your proxy card or voting instruction card for each company.

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Q: Who can answer my questions?

A: If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus, the enclosed proxy card or voting instructions, you should contact:

If you are a Superior stockholder:
Superior Energy Services, Inc.
Attention: Corporate Secretary
601 Poydras Street, Suite 2400
New Orleans, Louisiana 70130
(504) 587-7374
www.superiorenergy.com

Proxy Solicitor:
Georgeson Inc.
199 Water St.
26th Floor
New York, New York 10038
888-206-5970
superiorenergy@georgeson.com

If you are a Complete stockholder:
Complete Production Services, Inc.
Attention: Corporate Secretary
11700 Katy Freeway, Suite 300
Houston, Texas 77079
(281) 372-2300
www.completeproduction.com

Proxy Solicitor:
MacKenzie Partners, Inc.
105 Madison Avenue
New York, New York 10016
800-322-2885
proxy@mackenziepartners.com

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SUMMARY

*The following summary highlights some of the information contained in this joint proxy statement/prospectus. This summary may not contain all of the information that is important to you. For a more complete description of the merger agreement, the merger and the other transactions contemplated thereby, Superior and Complete encourage you to read carefully this entire joint proxy statement/prospectus, including the attached Annexes. In addition, Superior and Complete encourage you to read the information incorporated by reference into this joint proxy statement/prospectus, which includes important business and financial information about Superior and Complete that has been filed with the SEC. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled *Where You Can Find More Information; Incorporation by Reference*.*

The Companies

Superior Energy Services, Inc.

Superior provides a broad range of products and services used to assist oil and gas companies drill, complete, produce, maintain and decommission their oil and gas wells. Superior operates throughout the United States, in the Gulf of Mexico and in several international markets. Superior's business is comprised of three segments: Subsea and Well Enhancement, Drilling Products and Services and Marine Services.

Superior common stock is listed on the New York Stock Exchange, which we refer to as the NYSE, and trades under the symbol SPN.

Superior's principal executive offices are located at 601 Poydras Street, Suite 2400, New Orleans, Louisiana, 70130, and its telephone number is (504) 587-7374.

SPN Fairway Acquisition, Inc., which we refer to as Merger Sub, is a Delaware corporation and an indirect wholly owned subsidiary of Superior that was formed for the purpose of entering into the merger agreement.

Complete Production Services, Inc.

Complete focuses on providing specialized completion and production services and products that help oil and gas companies develop hydrocarbon reserves, reduce costs and enhance production. Complete's operations are located throughout the United States, and in western Canada and Mexico. Complete's business is comprised of two segments: Completion and Production Services and Drilling Services.

Complete common stock is listed on the NYSE and trades under the symbol CPX.

Complete's principal executive offices are located at 11700 Katy Freeway, Suite 300, Houston, Texas, 77079, and its telephone number is (281) 372-2300.

The Merger and the Merger Agreement

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Complete will merge with and into Merger Sub, with Merger Sub surviving the merger as an indirect wholly owned subsidiary of Superior. In the merger, each share of Complete common stock issued and outstanding immediately prior to the effective time

of the merger (other than dissenting shares as described in Appraisal Rights) will be converted into the right to receive 0.945 of a share of Superior common stock and \$7.00 in cash as described under The Merger Agreement Merger Consideration. Cash will be paid in lieu of any fractional shares.

Based on the closing price of Superior common stock on December 1, 2011, the aggregate value of the merger consideration to be received by Complete stockholders is expected to be approximately \$2.9 billion, based on the number of shares of outstanding Complete common stock on December 1, 2011. The \$2.9 billion consists of approximately \$552 million to be paid in cash and approximately \$2.3 billion to be paid through the issuance of approximately 74.5 million shares of Superior common stock and is based on the

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assumption that no options to purchase Complete common stock other than the options held by Complete's directors are exercised prior to completion of the merger and that all such options to purchase Complete common stock and all unvested restricted stock shares are assumed by Superior. The market value of the merger consideration ultimately received by Complete stockholders will depend on the closing price of Superior common stock on the day that the merger is consummated. See Risk Factors Risk Factors Relating to the Merger beginning on page 19. Because the merger consideration is fixed and the market price of shares of Superior common stock may fluctuate, Complete stockholders cannot be sure of the value of the merger consideration they will receive.

A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus and is incorporated herein by reference. Superior and Complete encourage you to carefully read the merger agreement in its entirety because it is the principal document governing the merger.

Recommendation of Superior's Board of Directors

Superior's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Superior and its stockholders; (ii) approved the merger agreement, the merger and the other transactions contemplated thereby and (iii) approved the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the amendment to Superior's certificate of incorporation to increase the authorized number of shares of Superior common stock from 125,000,000 shares to 250,000,000 shares.

Superior's board of directors unanimously recommends that Superior stockholders vote FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the proposal to adopt an amendment to Superior's certificate of incorporation to increase the authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares and FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase in the authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

Recommendation of Complete's Board of Directors

Complete's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Complete and its stockholders, and (ii) approved the merger agreement, the merger and the other transactions contemplated thereby.

Complete's board of directors unanimously recommends that Complete stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger and FOR any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

Stockholders Entitled to Vote; Vote Required

Superior

Superior stockholders who owned shares of Superior common stock at the close of business on December 12, 2011, which is referred to as Superior's record date, are entitled to notice of and to vote at Superior's special meeting. On Superior's record date, there were [] shares of Superior common stock outstanding and entitled to vote at Superior's special meeting, held by approximately [] holders of record.

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Each share of Superior common stock is entitled to one vote on each proposal to be voted on at Superior's special meeting.

At Superior's special meeting, holders of a majority of the outstanding shares of Superior common stock entitled to vote generally in the election of directors, represented in person or by proxy, constitutes a quorum. Abstentions will be counted in determining whether a quorum is present at Superior's special meeting.

Approval of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement requires the affirmative vote of the holders of at least a majority of the votes cast on the proposal, provided that the total votes cast on the proposal represent at least a majority of the outstanding shares of Superior common stock. Approval of the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock entitled to vote. Approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

See page 34 for a description of the effect of abstentions and broker non-votes with respect to the above proposals.

Your vote is very important. You are encouraged to submit your proxy as promptly as possible. If you do not indicate how your shares of Superior common stock should be voted on a matter, the shares of Superior common stock represented by your properly executed proxy will be voted as Superior's board of directors recommends and therefore **FOR** the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, **FOR** the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares, and **FOR** the proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase in the authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting. If you do not provide voting instructions to your broker or other nominee, your shares of Superior common stock will NOT be voted at the meeting and will be considered broker non-votes.

Complete

Complete stockholders who owned shares of Complete common stock at the close of business on December 12, 2011, which is referred to as Complete's record date, are entitled to notice of and to vote at Complete's special meeting. On Complete's record date, there were [] shares of Complete common stock outstanding and entitled to vote at Complete's special meeting, held by approximately [] holders of record. Each share of Complete common stock is entitled to one vote on each proposal to be voted on at Complete's special meeting.

At Complete's special meeting, holders of a majority in voting power of outstanding shares of Complete common stock entitled to vote must be present, either in person or represented by proxy, to constitute a quorum. Abstentions will be counted in determining whether a quorum is present at Complete's special meeting.

Approval of the proposal to adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Complete common stock entitled to vote. The approval of (i) the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Complete s named executive officers in connection with the merger or (ii) any proposal to authorize

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Complete's board of directors, in its discretion, to adjourn Complete's special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting requires in each case the affirmative vote of the holders of at least a majority of the outstanding shares of Complete common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

See page 40 for a description of the effect of abstentions and broker non-votes with respect to the above proposals.

Your vote is very important. You are encouraged to submit your proxy as promptly as possible. If you do not indicate how your shares of Complete common stock should be voted on a matter, the shares of Complete common stock represented by your properly executed proxy will be voted as Complete's board of directors recommends and therefore **FOR** the proposal to adopt the merger agreement, **FOR** the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger, and **FOR** any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting. If you do not provide voting instructions to your broker or other nominee, your shares of Complete common stock will NOT be voted at the meeting and will be considered broker non-votes.

Opinions of Financial Advisors

Opinion of Superior's Financial Advisor

Greenhill & Co., LLC, which we refer to as Greenhill, has acted as financial advisor to Superior's board of directors in connection with the merger. On October 9, 2011, Greenhill delivered its oral opinion, subsequently confirmed in writing, to Superior's board of directors that, as of the date of the opinion and based upon and subject to the limitations and assumptions stated in its opinion, the merger consideration proposed to be paid in connection with the merger is fair, from a financial point of view, to Superior. The full text of Greenhill's written opinion dated October 9, 2011, which contains the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference.

The summary of Greenhill's opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. You are urged to read the opinion in its entirety. Greenhill's written opinion was addressed to Superior's board of directors. It was not a recommendation to Superior's board of directors as to whether it should approve the merger or the merger agreement, nor does it constitute a recommendation as to how any Superior stockholder should vote at Superior's special meeting. Greenhill was not requested to opine as to, and its opinion does not in any manner address, the relative merits of the merger as compared to other business strategies or transactions that might have been available to Superior or Superior's underlying business decision to proceed with or effect the merger. Greenhill has not expressed any opinion as to any aspect of the transactions contemplated by the merger agreement other than the fairness, from a financial point of view, of the proposed merger consideration to Superior. See *The Merger - Opinion of Superior's Financial Advisor* beginning on page 56.

Opinion of Complete's Financial Advisor

On October 9, 2011, Credit Suisse Securities (USA) LLC, which we refer to as Credit Suisse, rendered its oral opinion to Complete's board of directors (which was subsequently confirmed in writing by delivery of Credit Suisse's written opinion dated the same date) to the effect that, as of October 9, 2011, the merger consideration to be received by Complete stockholders other than Superior and its affiliates in the merger was fair, from a financial point of view, to such Complete stockholders.

Credit Suisse's opinion was directed to Complete's board of directors, and only addressed the fairness, from a financial point of view, to Complete stockholders other than Superior and its affiliates of the merger consideration to be received by such Complete stockholders in the merger and did not address any other

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aspect or implication of the merger. The summary of Credit Suisse's opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of its written opinion, which is included as Annex C to this joint proxy statement/prospectus and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Credit Suisse in preparing its opinion. However, neither Credit Suisse's written opinion nor the summary of its opinion and the related analyses set forth in this joint proxy statement/prospectus are intended to be, and they do not constitute, advice or a recommendation to any Complete stockholder as to how such stockholder should vote or act with respect to any matter relating to the merger. See "The Merger - Opinion of Complete's Financial Advisor" beginning on page 66.

Treatment of Complete Stock Options and Restricted Shares

Treatment of Stock Options. Pursuant to, and as further described in, the merger agreement, at the effective time of the merger, each stock option to purchase Complete common stock outstanding immediately prior to the effective time of the merger will be assumed by Superior and converted into a stock option to purchase a number of shares of Superior common stock equal to the product of (i) the number of shares of Complete common stock subject to the stock option and (ii) the stock award exchange ratio, as defined below, rounded down to the nearest whole share. The per share exercise price of such converted stock option to purchase Superior common stock will be equal to (i) the per share exercise price of the stock option to purchase Complete common stock divided by (ii) the stock award exchange ratio, rounded up to the nearest whole cent. Except for certain rights of the executive officers and directors to acceleration of vesting, each such converted stock option to purchase Superior common stock will be subject to the same terms and conditions as were applicable to the corresponding option to purchase Complete common stock immediately prior to the effective time of the merger.

Treatment of Restricted Shares. Pursuant to, and as further described in, the merger agreement, at the effective time of the merger, all outstanding unvested restricted shares under Complete's stock plans will be adjusted to provide that each such award shall represent, immediately after the effective time of the merger, the right to receive a number of shares of Superior common stock equal to the product of (i) the applicable number of shares of Complete common stock subject to such award, multiplied by (ii) the stock award exchange ratio, rounded up to the nearest whole share. Except for certain rights of the executive officers and directors to acceleration of vesting, each such assumed unvested restricted share will be subject to the same terms and conditions as were applicable to the corresponding unvested restricted shares immediately prior to the effective time of the merger.

Stock Award Exchange Ratio. The stock award exchange ratio is the sum of (a) 0.945 and (b) the quotient obtained by dividing \$7.00 by the average of the closing prices of a share of Superior common stock on the NYSE, as reported in *The Wall Street Journal*, for the five consecutive trading days immediately preceding the third trading day before the effective time of the merger. The exercise price and/or number of shares of Superior common stock that may be purchased under the converted stock option will be further adjusted to the extent required for the converted stock option to remain compliant with, or exempt from, the requirements of section 409A of the Code; and in the case of a stock option to purchase Complete common stock that is intended to qualify as an incentive stock option within the meaning of section 422 of the Code, the exercise price and the number of shares of Superior common stock subject to the converted stock option will be determined in a manner consistent with the requirements of section 424 of the Code.

Prior to the effective time of the merger, each outstanding unvested stock option to purchase Complete common stock and each Complete unvested restricted share held by the directors of Complete will vest in full. In addition, each outstanding unvested stock option to purchase Complete common stock and each Complete unvested restricted share held by the named executive officers and certain other employees of Complete will vest in full upon the effective time of the merger or upon a termination of employment following the merger pursuant to the terms of their existing agreements with Complete. See "The Merger - Interests of Complete's Directors and Officers in the Merger" beginning

on page 75.

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Directors and Management of Superior After the Merger

The directors of Superior prior to the merger will continue as the directors of Superior after the merger. In addition, as provided in the merger agreement, Superior will increase the size of Superior's board of directors by two members, and fill the vacancies created by such increase with two members of Complete's current board of directors, selected by Superior, effective as of the effective time of the merger.

Following the merger, Superior expects that the continued employment and involvement of Complete's key management will be important to the strategic and operational success of Superior's operations. Superior will use its commercially reasonable efforts to retain key management from Complete following the effective time of the merger.

Share Ownership of Directors and Executive Officers of Superior

At the close of business on December 1, 2011, the directors and executive officers of Superior and their affiliates held and were entitled to vote 567,254 shares of Superior common stock, collectively representing approximately 0.71% of the shares of Superior common stock outstanding and entitled to vote on that date. The directors and executive officers of Superior have each indicated that they expect to vote **FOR** the proposal to approve the issuance of Superior common stock to Complete stockholders pursuant to the merger agreement, **FOR** the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of common stock from 125,000,000 shares to 250,000,000 shares and **FOR** any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

Share Ownership of Directors and Executive Officers of Complete

At the close of business on December 1, 2011, the directors and executive officers of Complete and their affiliates held and were entitled to vote 3,869,313 shares of Complete common stock collectively representing approximately 4.9% of the shares of Complete common stock outstanding and entitled to vote on that date (excluding 1,901,736 shares issuable upon exercise of options as of December 1, 2011). The directors and executive officers of Complete have each indicated that they expect to vote **FOR** the proposal to adopt the merger agreement, **FOR** the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger, and **FOR** any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

Interests of Complete's Directors and Executive Officers in the Merger

In considering the recommendation of Complete's board of directors to adopt the merger agreement, Complete stockholders should be aware that Complete's directors and executive officers have certain interests in the merger that may be different from, or in addition to, the interests of Complete stockholders generally. These interests include those discussed below.

Pursuant to the merger agreement, two members of Complete's board of directors will be added to Superior's board of directors following completion of the merger. The other members of Complete's board of directors will resign effective

upon the effective time of the merger.

Complete maintains executive agreements with each of its executive officers and certain other members of senior management that provide for certain payments and benefits in connection with a change of control of Complete. The merger qualifies as a change of control under these executive agreements. Pursuant to these executive agreements, each outstanding unvested stock option to purchase Complete common stock and each unvested share of Complete restricted stock held by an executive officer of Complete (other than

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Mr. Williams) will become fully vested upon the effective time of the merger, regardless of whether the executive officer's employment is terminated. Under the terms of the merger agreement, each outstanding unvested stock option to purchase Complete common stock and each unvested share of Complete restricted stock held by a director of Complete will become fully vested a reasonable number of days prior to the closing of the merger in order to permit such directors to exercise each outstanding stock option to purchase Complete common stock prior to the effective time of the merger. As of December 12, 2011, an aggregate of approximately 580,898 stock options to purchase Complete common stock and 483,173 unvested shares of Complete restricted stock held by Complete's executive officers and directors would be subject to accelerated vesting upon or just prior to the completion of the merger.

Outstanding stock options to purchase Complete common stock and any unvested shares of Complete restricted stock will be assumed by Superior and will be converted into stock options to purchase Superior common stock or unvested restricted shares of Superior common stock, as applicable, with appropriate adjustments to be made to the number of shares subject to such awards, and the exercise price under such stock options, based on a stock exchange formula described under The Merger Agreement Treatment of Complete Stock Options and Restricted Shares. In accordance with this formula, holders of stock options to purchase Complete common stock and holders of restricted shares of Complete common stock will not receive the cash component of the merger consideration in cash and instead will receive replacement options exercisable for additional shares of Superior common stock or additional shares of Superior restricted stock, as applicable.

Under the executive agreements with each executive officer of Complete, the executive officers are entitled to certain severance payments and other benefits if the executive officer's employment is terminated for certain specific reasons within two years following the merger. We estimate that the total value of severance payments, incentive award acceleration, tax gross-up payments and other benefits that would become due to the executive officers, assuming that qualifying terminations of employment occur in 2011, following the merger (based on levels of pay and other circumstances as of December 12, 2011) is approximately \$41.4 million. This amount is an estimate based upon multiple assumptions, including assumptions that there would be a termination of employment of all executive officers promptly following the closing of the merger and certain assumptions prescribed by section 280G of the Code. Some of those assumptions are based on information as currently available and will need to be updated. Some of those assumptions are intended to illustrate the maximum amounts payable to executive officers of Complete, including the assumption regarding termination of employment of all such executive officers. Superior will use its commercially reasonable efforts to retain key management from Complete following the effective time of the merger. As a result, the actual value of award acceleration upon the effective time of the merger and the actual amounts to be received by executive officers as a result of a qualifying termination of employment, if any, may differ in material respects from the estimate specified above and herein.

Complete's board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and making its recommendation that Complete stockholders adopt the merger agreement. See The Merger Recommendation of Complete's Board of Directors and Its Reasons for the Merger and The Merger Interests of Complete's Directors and Executive Officers in the Merger.

Listing of Shares of Superior Common Stock; Delisting and Deregistration of Shares of Complete Common Stock

Approval of the listing on the NYSE of the shares of Superior common stock issuable to Complete stockholders pursuant to the merger agreement, subject to official notice of issuance, is a condition to each party's obligation to complete the merger. Superior has agreed to use its reasonable best efforts to cause the shares of Superior common stock issuable to Complete stockholders pursuant to the merger agreement to be approved for listing on the NYSE at or prior to the effective time of the merger, subject to official notice of issuance. If the merger is completed, shares of Complete common stock will be delisted from the NYSE and deregistered under the Exchange Act.

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Complete Stockholder Appraisal Rights in the Merger

Complete stockholders who do not vote in favor of the proposal to adopt the merger agreement will be entitled to seek appraisal of their shares pursuant to Section 262 of the DGCL, and, if such rights are properly demanded and perfected and not withdrawn or lost, such Complete stockholders will be entitled to obtain payment of the judicially-determined fair value of their shares of Complete common stock if the merger is completed. See **Appraisal Rights** beginning on page 111.

Conditions to Completion of the Merger

A number of conditions must be satisfied or waived, where legally permissible, before the merger can be consummated. These include, among others:

the approval by Superior stockholders of the issuance of the shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the adoption of an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares;

the adoption of the merger agreement by Complete stockholders;

the effectiveness of the Form S-4 registration statement, of which this joint proxy statement/prospectus is a part, and the absence of a stop order suspending the effectiveness of the Form S-4 registration statement or proceedings for such purpose pending before or threatened by the SEC;

the approval for listing on the NYSE of the shares of Superior common stock to be issued to Complete stockholders pursuant to the merger agreement, subject to official notice of issuance;

the receipt by each party of an opinion from that party's legal counsel to the effect that the merger will be treated as a reorganization within the meaning of section 368(a) of the Code; and

the accuracy of the representations and warranties of Superior, Complete and Merger Sub in the merger agreement, subject to the material adverse effect standard provided in the merger agreement and described below, with specified exceptions.

Neither Superior nor Complete can give any assurance as to when or if all of the conditions to the consummation of the merger will be satisfied or waived or that the merger will occur.

For more information regarding the conditions to the consummation of the merger and a complete list of such conditions, see **The Merger Agreement - Conditions to the Completion of the Merger** beginning on page 96.

Regulatory Approvals Required for the Merger

The merger is subject to review by the Antitrust Division of the U.S. Department of Justice, which we refer to as the Antitrust Division, and the Federal Trade Commission, which we refer to as the FTC, under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, which we refer to the HSR Act, and by other governmental entities under non-U.S. antitrust or competition merger control statutes. Under the HSR Act, Superior and Complete are required to make pre-merger notification filings and to await expiration or early termination of the statutory waiting period (and

any extension of the waiting period) prior to completing the merger. On November 2, 2011, the FTC informed both Superior and Complete that the HSR Act waiting period was terminated on November 2, 2011.

Under Mexico's Federal Law of Economic Competition of 1993, as amended in 2001 and 2006, neither Superior nor Complete may complete the merger until 10 business days after notifying Mexico's Federal Competition Commission, which we refer to as the CFC. On November 24, 2011, Superior and Complete received notification from the CFC that the merger has been approved.

The merger may also be subject to the regulatory requirements of other municipal, state and federal, domestic or foreign, governmental agencies and authorities.

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No Solicitation and Change in Recommendation

Under the merger agreement, each of Superior and Complete has agreed not to (and to not permit any of its officers, directors, employees, advisors, counsel, agents, accountants or other representatives to) solicit, initiate or knowingly and intentionally encourage or facilitate, or engage in discussions or negotiations regarding any competing acquisition proposal, provide information regarding itself to a third party in connection with a competing acquisition proposal or release any third party from any confidentiality or standstill agreement entered into or amended during the twelve months prior to the date of the merger agreement, to the extent relating to a competing acquisition proposal. However, before (i) the adoption of the merger agreement by Complete stockholders or (ii) the approval of the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the adoption of the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares by Superior stockholders, Complete or Superior, as applicable, may, under certain circumstances, engage in negotiations with and provide information regarding itself to a third party making an unsolicited, written competing acquisition proposal with respect to Complete or Superior, as applicable. Under the merger agreement, each of Complete and Superior is required to notify the other if it receives any competing acquisition proposal or any request for information in connection with such a competing acquisition proposal received by either Complete or Superior.

Before the adoption of the merger agreement by Complete stockholders, Complete's board of directors may, under certain specified circumstances, withdraw its recommendation or declaration of advisability of the merger agreement if Complete's board of directors determines in good faith, after consultation with its outside legal counsel and financial advisors, that a failure to change its recommendation would be inconsistent with its fiduciary duties. Similarly, before the approval of the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the adoption of the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares by Superior stockholders, Superior's board of directors may, under certain specified circumstances, withdraw its recommendation or declaration of advisability of the merger agreement if Superior's board of directors determines in good faith, after consultation with its outside legal counsel and financial advisors, that a failure to change its recommendation would be inconsistent with its fiduciary duties.

For more information regarding the limitations on each of Superior and Complete and their respective boards of directors to consider other proposals, see "The Merger Agreement - Additional Agreements - No Solicitation of Alternative Transactions" beginning on page 104.

Termination of the Merger Agreement

The merger agreement may be terminated at any time prior to the effective time of the merger in the following ways:

by mutual written consent of Superior and Complete;

by either Superior or Complete if:

the merger is not completed on or before April 30, 2012 (subject to certain exceptions in connection with the expiration or termination of the waiting period, or any extension thereof, under the HSR Act or of any administrative or judicial action or proceeding brought under any domestic or foreign antitrust or competition merger control statute) and the party seeking to terminate the merger agreement shall not have breached its obligations under the merger agreement in any manner that shall have proximately caused the

failure to consummate the merger, referred to as the termination date;

any injunction, judgment, order or decree prohibiting or permanently enjoining the closing of the merger is in effect and has become final and nonappealable (provided that the party seeking to terminate has complied with its obligations under the merger agreement to resist, lift or resolve such injunction, judgment, order or decree);

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Complete stockholders fail to adopt the merger agreement at Complete's special meeting; or

Superior stockholders fail to approve at Superior's special meeting (i) the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or (ii) the adoption of the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares.

by Complete if:

Superior has breached or failed to perform its representations, warranties, covenants or other agreements in the merger agreement, which would give rise to the failure of a condition to closing of the merger and is incapable of being cured prior to the termination date or is not cured by Superior within 60 days following notice from Complete;

prior to the adoption by Complete stockholders of the merger agreement at Complete's special meeting, Complete's board of directors has received a superior proposal and has not violated the no solicitation provisions of the merger agreement with respect to such proposal in such a manner as to materially prejudice Superior's rights under the merger agreement, and Complete terminates the merger agreement in accordance with its terms (including negotiating with Superior to amend the merger agreement prior to such termination and payment of the termination fee described below);

Superior's board of directors failed to include in this joint proxy statement/prospectus, or withdraws or adversely changes, its recommendation to its stockholders; or

Superior has breached or failed to perform in any material respect any of its obligations under the no solicitation provisions of the merger agreement.

by Superior if:

Complete has breached or failed to perform its representations, warranties, covenants or other agreements in the merger agreement, which would give rise to the failure of a condition to closing of the merger and is incapable of being cured prior to the termination date or is not cured by Complete within 60 days following notice from Superior;

prior to the approval by Superior stockholders of the issuance of the shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the adoption of the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares, Superior's board of directors has received a superior proposal and has not violated the no solicitation provisions of the merger agreement with respect to such proposal in such a manner as to materially prejudice Complete's rights under the merger agreement, and Superior terminates the merger agreement in accordance with its terms (including negotiating with Complete to amend the merger agreement prior to such termination and payment of the termination fee described below);

Complete's board of directors failed to include in this joint proxy statement/prospectus, or withdraws or adversely changes, its recommendation to its stockholders; or

Complete has breached or failed to perform in any material respect any of its obligations under the no solicitation provisions of the merger agreement.

For more information regarding the rights of Superior and Complete to terminate the merger agreement, see [The Merger Agreement](#) [Termination of the Merger Agreement](#) [General](#) beginning on page 107.

Expenses and Termination Fees

Pursuant to the merger agreement, Superior may be required to pay to Complete a termination fee of \$70 million (less any of Complete's expenses previously reimbursed by Superior as provided in the merger agreement) if the merger agreement is terminated under certain circumstances, and Complete may be required to pay to Superior a termination fee of \$70 million (less any of Superior's expenses previously reimbursed by

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Complete as provided in the merger agreement) if the merger agreement is terminated under certain circumstances. In addition, the merger agreement requires each of Superior and Complete to reimburse the other's expenses, up to \$5 million, in certain circumstances, or up to \$4 million on the part of Complete and up to \$7.5 million on the part of Superior, in other circumstances, where the merger agreement is terminated and the \$70 million termination fee is not then payable to such party.

For more information regarding the termination fee, see *The Merger Agreement – Termination of the Merger Agreement – Termination Fees and Expenses* beginning on page 109.

Material U.S. Federal Income Tax Consequences of the Merger

The merger will qualify as a reorganization within the meaning of section 368(a) of the Code, and accordingly, a Complete stockholder who exchanges, in the merger, such stockholder's Complete common stock for cash and Superior shares will recognize gain (but not loss) in an amount equal to the lesser of:

will recognize gain (but not loss) with respect to its Complete common stock in an amount equal to the lesser of (i) any gain realized with respect to that stock or (ii) the amount of cash received with respect to that stock (other than any cash received instead of a fractional share of Superior common stock); and

will recognize gain (or loss) to the extent any cash received instead of a fractional share of Superior common stock exceeds (or is less than) the basis of the fractional share.

Tax matters are very complicated, and the tax consequences of the merger to a particular stockholder will depend on such stockholder's circumstances. Accordingly, Complete and Superior urge you to consult your tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of U.S. federal, state, local and foreign income and other tax laws. For a more information, see *The Merger – Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 84.

Accounting Treatment of the Merger

Superior will account for the merger using the acquisition method of accounting under U.S. generally accepted accounting principles, which we refer to as GAAP. The merger will be accounted for by applying the acquisition method, with Superior treated as the acquiror.

Source of Funding for the Merger

Superior's obligation to complete the merger is not conditioned upon its obtaining financing. In connection with the merger, Superior and its wholly owned subsidiary, SESI, L.L.C., have entered into a commitment letter with JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC and other lenders, which we refer to collectively as the lenders, pursuant to which the lenders have committed to provide, subject to the conditions set forth therein, a \$400 million term loan facility, a \$600 million revolving credit facility and a senior unsecured bridge facility of up to \$700 million. On December 6, 2011, Superior closed a debt financing in which SESI, L.L.C. sold \$800.0 million in aggregate principal amount of senior unsecured notes due 2021. Superior intends to forego the use of the senior unsecured bridge facility committed by the lenders.

The proceeds of the financing commitments and debt financing will be used by Superior (i) to redeem (x) to the extent outstanding, all then-outstanding aggregate principal amount of Complete's 8% senior notes due 2016 and (y) any amounts outstanding at the effective time of the merger under Complete's existing credit facility (including in each case, accrued interest and premiums associated therewith), (ii) to pay the cash portion of the merger consideration,

(iii) to pay the fees and expenses incurred in connection with the transactions, and (iv) with respect to the revolving credit facility, for general corporate purposes.

For more information regarding the sources and uses of funding for the merger, see [Source of Funding for the Merger](#) beginning on page 115.

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Comparison of Rights of Superior Stockholders and Complete Stockholders

At the effective time of the merger, Complete stockholders will become Superior stockholders. Superior's certificate of incorporation, as amended, and bylaws, as amended and restated, contain provisions that are different from Complete's amended and restated certificate of incorporation and amended and restated bylaws as currently in effect.

For a summary of certain differences between the rights of Superior stockholders and Complete stockholders, see Comparison of Rights of Superior Stockholders and Complete Stockholders beginning on page 116.

Recent Developments

On October 26, 2011, Superior issued a press release to report its unaudited results of operation and other financial information for the third quarter of 2011 and the nine months ended September 30, 2011. Superior announced that net income for the third quarter of 2011 was \$59.6 million or \$0.73 per diluted share, on revenue of \$565.3 million. Net income for the nine months ended September 30, 2011 was \$123.2 million or \$1.52 per diluted share, on revenue of \$1,490.1 million.

On October 26, 2011, Complete issued a press release to report its results of operations for the quarter ended September 30, 2011. Complete announced that net income from continuing operations for the third quarter of 2011 was \$59.3 million or \$0.75 per diluted share, on revenue of \$590.3 million.

On November 11, 2011, Complete signed a definitive agreement to sell I.E. Miller Services, Inc., a wholly owned subsidiary which operates a drilling logistics business based in Eunice, Louisiana. The transaction closed on November 30, 2011. Proceeds from the sale were approximately \$111.1 million, resulting in a gain on the transaction subject to working capital and other adjustments.

Table of Contents**Selected Historical Financial Information of Superior**

The following selected historical financial information for each of the three years ended December 31, 2010 and as of December 31, 2010 and 2009, has been derived from Superior's audited consolidated financial statements contained in its Current Report on Form 8-K filed with the SEC on October 25, 2011, which is incorporated into this joint proxy statement/prospectus by reference. The selected historical financial information for each of the years ended December 31, 2007 and 2006 and as of December 31, 2008, 2007 and 2006 has been derived from Superior's audited consolidated financial statements for such years, which have not been incorporated into this document by reference.

The selected historical financial information for each of the nine-month periods ended September 30, 2011 and 2010, and as of September 30, 2011 has been derived from Superior's unaudited consolidated financial statements contained in Superior's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, which is incorporated into this joint proxy statement/prospectus by reference. The selected historical financial information as of September 30, 2010 has been derived from Superior's unaudited consolidated financial statements contained in Superior's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, which has not been incorporated into this joint proxy statement/prospectus by reference. In Superior's opinion, such unaudited financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the interim September 30, 2011 financial information. Interim results for the nine months ended and as of September 30, 2011 are not necessarily indicative of, and are not projections for, the results to be expected for the fiscal year ending December 31, 2011.

You should read this selected historical financial information together with the financial statements included in reports that are incorporated by reference in this document and their accompanying notes and management's discussion and analysis of operations and financial condition of Superior contained in such reports.

	2006	Fiscal Years Ended December 31,				Nine Months Ended September 30,	
		2007	2008	2009	2010	2010	2011
		(In thousands, except per share data)					
Statement of Operations Data:							
Revenues	\$ 1,093,821	\$ 1,572,467	\$ 1,881,124	\$ 1,449,300	\$ 1,681,616	\$ 1,224,720	\$ 1,490,129
Income (loss) from operations	316,889	465,838	565,692	(51,384)	168,266	153,127	226,704
Net income (loss)	\$ 187,663	\$ 271,558	\$ 351,475	\$ (102,323)	\$ 81,817	\$ 78,808	\$ 123,192
Basic earnings (loss) per share	\$ 2.35	\$ 3.35	\$ 4.39	\$ (1.31)	\$ 1.04	\$ 1.00	\$ 1.55
Diluted earnings (loss) per share	\$ 2.31	\$ 3.30	\$ 4.33	\$ (1.31)	\$ 1.03	\$ 0.99	\$ 1.52
Statement of Cash Flow Data:							
Cash flows from operating activities	\$ 279,592	\$ 530,283	\$ 402,359	\$ 276,103	\$ 455,973	\$ 336,750	\$ 362,125
	(581,356)	(502,111)	(310,537)	(292,271)	(603,473)	(507,129)	(531,839)

Cash flows used in investing activities								
Cash flows from (used in) financing activities	284,933	(16,009)	(93,351)	176,385	(8,057)	10,927	328,759	
Cash flows used in investing activities								
Acquisitions of business, net of cash received	\$ (285,970)	\$ (118,973)	\$ (8,410)	\$ (1,247)	\$ (276,077)	\$ (262,048)	\$ (748)	
Cash contributed to equity-method investments	(57,781)			(8,694)				
Payments for capital expenditures	(242,936)	(410,518)	(453,861)	(286,277)	(323,244)	(238,812)	(329,229)	
Balance Sheet Data (as of end of period):								
Cash and cash equivalents	\$ 38,970	\$ 51,649	\$ 44,853	\$ 206,505	\$ 50,727	\$ 47,381	\$ 210,181	
Short-term investments							223,592	
Property, plant and equipment, net	804,228	1,086,408	1,114,941	1,058,976	1,313,150	1,349,396	1,440,852	
Total assets	1,872,067	2,255,295	2,490,145	2,516,665	2,907,533	2,942,435	3,483,742	
Long-term debt, including current maturities	623,318	638,599	655,009	849,475	866,445	880,305	1,206,770	
Stockholders' equity	765,237	1,025,666	1,254,273	1,178,045	1,280,551	1,267,475	1,435,191	

Table of Contents**Selected Historical Financial Information of Complete**

The following selected historical financial information for each of the three years ended December 31, 2010 and as of December 31, 2010 and 2009, has been derived from Complete's audited consolidated financial statements contained in Exhibit 99.1 to Complete's Current Report on Form 8-K filed with the SEC on November 18, 2011, containing revisions to Complete's Annual Report on Form 10-K for the year ended December 31, 2010, which is incorporated into this joint proxy statement/prospectus by reference. The selected historical financial information for each of the years ended December 31, 2007 and 2006 and as of December 31, 2008, 2007 and 2006 has been derived from Complete's audited consolidated financial statements for such years, which have not been incorporated into this document by reference.

The selected historical financial information for each of the nine-month periods ended September 30, 2011 and 2010, and as of September 30, 2011 has been derived from Complete's unaudited consolidated financial statements contained in Complete's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, which is incorporated into this joint proxy statement/prospectus by reference. The selected historical financial information as of September 30, 2010 has been derived from Complete's unaudited consolidated financial statements contained in Complete's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, updated to reflect its Southeast Asian business as discontinued operations and restructuring of its operating segments by combining its remaining product sales business into its drilling services operating segment, which has not been incorporated into this joint proxy statement/prospectus by reference. In Complete's opinion, such unaudited financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the interim September 30, 2011 financial information. Interim results for the nine months ended and as of September 30, 2011 are not necessarily indicative of, and are not projections for, the results to be expected for the fiscal year ending December 31, 2011.

You should read this selected historical financial information together with the financial statements included in reports that are incorporated by reference in this document and their accompanying notes and management's discussion and analysis of operations and financial condition of Superior contained in such reports.

	Fiscal Years Ended December 31,					Nine Months Ended September 30,	
	2006	2007	2008	2009	2010	2010	2011
	(In thousands, except per share data)						
Statement of Operations Data:							
Revenues	\$ 1,055,817	\$ 1,452,670	\$ 1,789,817	\$ 1,026,065	\$ 1,530,865	\$ 1,064,489	\$ 1,623,707
Income (loss) from operations	226,205	282,070	37,552	(194,200)	188,194	114,540	282,153
Net income (loss)	\$ 138,498	\$ 157,860	\$ (89,568)	\$ (181,668)	\$ 84,158	\$ 45,939	\$ 152,625
Basic earnings (loss) per share	\$ 2.10	\$ 2.19	\$ (1.22)	\$ (2.42)	\$ 1.11	\$ 0.60	\$ 1.97
Diluted earnings (loss) per share	\$ 2.03	\$ 2.15	\$ (1.22)	\$ (2.42)	\$ 1.08	\$ 0.59	\$ 1.93

Statement of Cash**Flow Data:**

Cash flows from operating activities	\$ 186,010	\$ 338,871	\$ 351,408	\$ 281,221	\$ 214,202	\$ 170,770	\$ 326,703
Cash flows used in investing activities	(650,863)	(409,189)	(374,098)	(18,128)	(174,088)	(106,751)	(249,699)
Cash flows from (used in) financing activities	471,376	66,643	27,990	(207,991)	6,817	1,090	12,822
Cash flows used in investing activities							
Acquisitions of business, net of cash received	\$ (369,606)	\$ (50,406)	\$ (180,154)	\$	\$ (33,721)	\$ (21,332)	\$ (15,576)
Proceeds from sale of disposal group	19,310		50,150				19,300
Payments for capital expenditures	(303,922)	(367,659)	(253,776)	(37,431)	(145,023)	(89,855)	(259,925)

Balance Sheet Data**(as of end of period):**

Cash and cash equivalents	\$ 16,704	\$ 10,428	\$ 16,893	\$ 71,770	\$ 119,135	\$ 137,005	\$ 208,281
Property, plant and equipment, net	750,758	1,011,514	1,160,433	935,860	950,932	908,191	1,073,825
Total assets	1,739,198	2,050,633	1,988,972	1,588,854	1,801,238	1,690,872	2,120,962
Long-term debt, including current maturities	750,938	826,383	847,645	650,230	650,000	650,089	650,000
Stockholders equity	734,633	926,031	860,711	698,890	805,834	757,068	980,545

Table of Contents**Selected Unaudited Pro Forma Consolidated Financial Information**

The following tables set forth selected unaudited pro forma consolidated financial information. The pro forma consolidated financial information combines the historical financial statements of Superior and Complete after giving effect to the merger using the acquisition method of accounting and Superior's preliminary estimates, assumptions and pro forma adjustments as described below and in the accompanying notes to the unaudited pro forma consolidated financial information.

The unaudited pro forma consolidated financial information should be read in conjunction with Superior's historical consolidated financial statements and Complete's historical consolidated financial statements, including the notes thereto, which are incorporated by reference into this proxy statement/prospectus. The selected unaudited pro forma consolidated financial information has been derived from and should be read in conjunction with the unaudited pro forma consolidated financial information and accompanying notes included in this joint proxy statement/prospectus beginning on page F-1.

The unaudited pro forma consolidated financial information is presented for illustrative purposes only and does not purport to be indicative of the results that would actually have occurred if the transactions described above had occurred as presented in such statements or that may be obtained in the future. In addition, future results may vary significantly from the results reflected in such statements.

	Nine Months Ended September 30, 2011	Year Ended December 31, 2010
	(In thousands, except per share data)	
Statement of Operations Data:		
Revenues	\$ 3,016,666	\$ 3,105,669
Net income (loss)	235,141	118,463
Earnings per share:		
Basic	\$ 1.53	\$ 0.77
Diluted	\$ 1.49	\$ 0.76
		As of September 30, 2011
Balance Sheet Data (as of end of period):		
Total assets		7,741,067
Long-term debt, including current maturities		2,496,770
Stockholders' equity		3,732,086

Table of Contents**Unaudited Comparative Per Share Information**

The following tables set forth the historical net income and book value per share of Superior and Complete and the pro forma consolidated per share data on an unaudited basis after giving effect to the merger using the acquisition method of accounting. The data is derived from and should be read in conjunction with the Superior and Complete audited consolidated financial statements and related notes, the unaudited condensed consolidated interim financial statements of Superior and Complete and related notes, and the unaudited pro forma condensed consolidated financial information and related notes, which are included elsewhere in this joint proxy statement/prospectus.

The pro forma consolidated Complete equivalent information shows the effect of the merger from the perspective of an owner of Complete common stock. The information was computed by multiplying the Superior pro forma consolidated information by the exchange ratio of 0.945. This computation does not include the benefit to Complete stockholders of the cash component of the merger consideration.

The unaudited pro forma consolidated per share data is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the transactions had been consummated at the beginning of the earliest period presented, nor is it necessarily indicative of future operating results or financial position. The pro forma adjustments are estimates based upon information and assumptions available at the time of the filing of this joint proxy statement/prospectus. Neither Superior nor Complete declared any cash dividends related to their respective common stock during the periods presented.

The pro forma net income per share includes the consolidated net income of Superior and Complete on a pro forma basis as if the transactions were consummated on January 1, 2010.

	Nine Months Ended September 30, 2011	Year Ended December 31, 2010
Superior historical		
Net income per share basic	\$ 1.55	\$ 1.04
Net income per share diluted	\$ 1.52	\$ 1.03
Book value per share at end of period diluted	\$ 17.69	\$ 16.06
Superior pro forma consolidated		
Net income per share basic	\$ 1.53	\$ 0.77
Net income per share diluted	\$ 1.49	\$ 0.76
Book value per share at end of period diluted	\$ 23.71	\$ 21.94
Complete historical		
Net income per share basic	\$ 1.97	\$ 1.11
Net income per share diluted	\$ 1.93	\$ 1.08
Book value per share at end of period diluted	\$ 12.40	\$ 10.37
Complete pro forma (equivalent)(1)		
Net income per share basic	\$ 1.44	\$ 0.73
Net income per share diluted	\$ 1.41	\$ 0.72
Book value per share at end of period diluted	\$ 22.41	\$ 20.73

(1) Does not reflect the \$7.00 cash component of the merger consideration.

Table of Contents**Comparative Superior and Complete Market Price and Dividend Information****Superior's Market Price Data**

Superior's common stock is listed on the NYSE under the symbol SPN. This table sets forth, for the periods indicated, the range of high and low sales prices for Superior's common stock as reported on the NYSE. During the time periods shown below, Superior did not declare or pay any dividends on its common stock. Superior's fiscal year ends on December 31 of each year. As of December 1, 2011, Superior had approximately 155 stockholders of record.

	2009	
	High	Low
First Quarter	\$ 18.75	\$ 11.20
Second Quarter	24.65	12.36
Third Quarter	23.18	14.76
Fourth Quarter	25.91	20.05

	2010	
	High	Low
First Quarter	\$ 26.95	\$ 19.40
Second Quarter	28.93	18.09
Third Quarter	28.00	18.02
Fourth Quarter	35.44	25.35

	2011	
	High	Low
First Quarter	\$ 41.65	\$ 32.55
Second Quarter	41.49	33.39
Third Quarter	42.87	26.21

Complete's Market Price Data

Complete's common stock is listed on the NYSE under the symbol CPX. This table sets forth, for the periods indicated, the range of high and low sales prices for Complete's common stock as reported on the NYSE. During the time periods shown below, Complete did not declare or pay any dividends on its common stock. Complete's fiscal year ends on December 31 of each year. As of December 1, 2011, Complete had approximately 37 stockholders of record (excluding approximately 100 holders of restricted stock).

	2009	
	High	Low

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First Quarter	\$ 10.15	\$ 2.20
Second Quarter	8.47	2.92
Third Quarter	11.94	5.76
Fourth Quarter	13.72	8.85

	2010	
	High	Low
First Quarter	\$ 16.06	\$ 10.83
Second Quarter	15.97	11.33
Third Quarter	21.69	13.68
Fourth Quarter	32.72	20.52

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	2011	
	High	Low
First Quarter	\$ 32.49	\$ 24.33
Second Quarter	34.75	27.29
Third Quarter	42.62	18.84

Recent Closing Prices

The following table sets forth the closing per share sales prices of Superior's common stock and Complete's common stock as reported on the NYSE, on October 7, 2011, the last full trading day before the public announcement of the execution of the merger agreement by Superior and Complete, and on December 5, 2011, the latest practicable trading day before the date of this joint proxy statement/prospectus:

	Superior Common Stock	Complete Common Stock
October 7, 2011	\$ 27.41	\$ 20.38
December 5, 2011	30.75	35.80

The market price of Superior common stock and Complete common stock will fluctuate between the date of this joint proxy statement/prospectus and the effective time of the merger. Because the number of shares of Superior common stock to be issued in connection with the merger for each share of Complete common stock is fixed in the merger agreement, the market value of Superior common stock to be received by Complete stockholders at the effective time of the merger may vary significantly from the prices shown in the table above.

Following the transaction, Superior common stock will continue to be listed on the NYSE and, until the completion of the merger, Complete's common stock will continue to be listed on the NYSE.

Historically, neither Superior nor Complete has declared or paid cash dividends on their respective common stock.

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RISK FACTORS

In addition to the other information included or incorporated by reference in this joint proxy statement/prospectus, including the matters addressed under Cautionary Statement Concerning Forward-Looking Statements, Superior and Complete stockholders should carefully consider the following risks before deciding how to vote. See Where You Can Find More Information; Incorporation by Reference beginning on page 126.

Risk Factors Relating to the Merger

Because a portion of the merger consideration to be received by Complete stockholders is a fixed amount of Superior common stock and the market price of shares of Superior common stock will fluctuate, Complete stockholders cannot be sure of the aggregate value of the merger consideration they will receive.

Upon consummation of the merger, each outstanding share of Complete common stock (other than dissenting shares) will be converted into 0.945 of a share of Superior common stock and \$7.00 in cash. The number of shares of Superior common stock to be issued pursuant to the merger agreement for each share of Complete common stock is fixed and will not be adjusted to reflect changes in the market price of either Superior common stock or Complete common stock. The market price of Superior common stock at the effective time of the merger may vary significantly from the market prices of Superior common stock on earlier dates, including the date the merger agreement was executed, the date of this joint proxy statement/prospectus, the date of Superior's special meeting and the date of Complete's special meeting.

In addition, the merger may not be completed until a significant period of time has passed after the date of the special meetings for both companies. Because the merger consideration will not be adjusted to reflect any changes in the stock price of Superior common stock or Complete common stock, the market value of the Superior common stock issued in the merger and the Complete common stock converted in the merger may be higher or lower than the values of those shares on earlier dates. At the time of your particular special meeting, you will not know the exact market value of Superior's common stock to be issued to Complete stockholders upon completion of the merger. Stock price changes may result from a variety of factors that are beyond the control of Superior and Complete, including:

market reaction to the announcement of the merger and the prospects of the combined company;

changes in the respective businesses, operations or prospects of Superior or Complete, including their ability to meet earnings estimates;

general business, market, industry or economic conditions;

changes in legislation, regulation, technology or competition affecting Superior, Complete or the energy industry;

worldwide supply and demand for oil and gas and prevailing commodity prices;

the level of drilling activity of customers of Superior and Complete; and

other factors beyond the control of Superior and Complete, including those described or referred to elsewhere in this Risk Factors section.

Neither Superior nor Complete is permitted to terminate the merger agreement, refrain from closing the merger, or change the recommendation of its board of directors in respect of the proposals described herein solely because of changes in the market price of either Superior's common stock or Complete's common stock.

The merger and related transactions are subject to approval by the stockholders of both Superior and Complete.

In order for the merger to be completed, Complete stockholders must adopt the merger agreement, which requires the affirmative vote of the holders of at least a majority of the outstanding shares of Complete common stock entitled to vote. In addition, while a vote of Superior stockholders is not required to approve the merger, Superior stockholders approval is required under applicable NYSE rules in order for Superior to

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be authorized to issue the shares of Superior common stock to Complete stockholders as part of the merger consideration and under the DGCL to amend Superior's certificate of incorporation to increase the number of authorized shares of common stock from 125,000,000 shares to 250,000,000 shares. Approval of the issuance of shares of Superior common stock to Complete stockholders under NYSE rules requires approval by holders of at least a majority of the total votes cast. Under applicable NYSE rules, the total votes cast (whether for, against or abstain) on the share issuance proposal must also represent a majority of the shares of Superior common stock outstanding. Adoption of the amendment to Superior's certificate of incorporation to increase the number of authorized shares of common stock from 125,000,000 shares to 250,000,000 shares requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock entitled to vote.

Directors and executive officers of Complete may have certain interests in the merger that differ from, or are in addition to, those of Complete stockholders generally.

The executive officers of Complete who negotiated the terms of the merger agreement and the members of Complete's board of directors who approved the merger agreement may have certain interests in the merger that may be different from, or in addition to, the interests of Complete stockholders generally. These interests include the following:

The consummation of the merger will constitute a change of control under the executive agreements between Complete and its named executive officers, resulting in the acceleration of the vesting of all outstanding options and shares of restricted stock held by each named executive officer. The named executive officers are entitled under their executive agreements to tax gross-up payments for excise taxes they may be due from such award acceleration. In addition, Superior and Complete have agreed to accelerate the vesting of all outstanding options to purchase Complete common stock and restricted shares of Complete common stock held by each member of Complete's board of directors prior to consummation of the merger and Complete's chief executive officer has the authority to designate specific groups or classes of employees who will be entitled to accelerated vesting of outstanding options to purchase Complete common stock and restricted shares of Complete common stock in the event such employees have a termination of employment without cause following the consummation of the merger.

The executive agreements of each named executive officer of Complete provide for severance payments and other benefits, including excise tax gross-up payments, if the named executive officer's employment is terminated for certain specific reasons within two years following the merger. The severance payments include a multiple (3 times for Complete's chief executive officer and 2.5 times for the other named executive officers of Complete) of the sum of the executive's (i) base salary, (ii) highest annual bonus in the preceding three fiscal years, (iii) annual automobile allowance, and (iv) annual company contributions under its retirement plans. The severance benefits also include continued health, life and disability insurance for 3 years for the chief executive officer and 2.5 years for the other named executive officers, or cash in lieu of such coverage.

Following the effective time of the merger, two members of Complete's board of directors will be appointed to Superior's board of directors; and

All current and retired directors and officers of Complete will continue to be indemnified with respect to acts or omissions occurring prior to closing under existing agreements.

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These executive agreements and potential payments and benefits payable to the named executive officers, directorship positions, equity award acceleration and indemnification rights are different from and in addition to the interests of Complete stockholders generally. For a discussion of the interests of directors and executive officers in the merger, see *The Merger* Interests of Complete's Directors and Executive Officers in the Merger beginning on page 75.

The merger agreement contains provisions that limit Complete and Superior from pursuing alternatives to the merger, could discourage a potential competing acquirer of either Complete or Superior from proposing a favorable alternative transaction and, in certain circumstances, could require Complete or Superior to pay a substantial sum to the other party.

Under the merger agreement, Superior and Complete are required to pay to the other a termination fee of \$70 million if the merger agreement is terminated under certain specific circumstances. If such a termination fee is payable, the payment of this fee could have material and adverse consequences to the financial condition and operations of the company making such payment. If the merger agreement is terminated under certain other specific circumstances, the merger agreement requires Superior or Complete to reimburse the other for its expenses, subject to various caps described further under *The Merger Agreement* Termination of the Merger Agreement Termination Fees and Expenses.

Under the merger agreement, Superior and Complete are restricted from entering into alternative transactions. Unless and until the merger agreement is terminated, subject to specified exceptions (which are discussed in more detail in *The Merger Agreement* Additional Agreements No Solicitation of Alternative Transactions beginning on page 104), Superior and Complete are restricted from soliciting, initiating, knowingly and intentionally encouraging or facilitating, or negotiating, any inquiry, proposal or offer for a competing acquisition proposal with any person. Additionally, under the merger agreement, in the event of a potential change by Superior's board of directors of its recommendation to its stockholders or Complete's board of directors of its recommendation to its stockholders with respect to the merger, such party changing its recommendation must provide the other with three business days' notice to allow such party to propose an adjustment to the terms and conditions of the merger agreement. Further, even if Complete's board of directors withdraws or qualifies its recommendation for the adoption of the merger agreement, Complete is still required to submit the proposal to a vote of its stockholders at Complete's special meeting, unless the merger agreement is terminated prior to Complete's special meeting in accordance with its terms. Similarly, even if Superior's board of directors withdraws or qualifies its recommendation for the issuance of Superior common stock to Complete stockholders pursuant to the merger agreement and the related adoption of the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares, Superior is still required to submit these proposals to a vote of its stockholders at Superior's special meeting, unless the merger agreement is terminated prior to Superior's special meeting. Superior or Complete may terminate the merger agreement and enter into an agreement with respect to a superior proposal that Superior or Complete, as applicable, receives only if specified conditions have been satisfied, including compliance with the no solicitation provisions of the merger agreement.

These provisions, either individually or collectively, could discourage a third party that may have an interest in acquiring all or a significant part of Superior or Complete from considering or proposing any such acquisition, even if such third party were prepared to pay consideration with a higher market value or more attractive terms than those proposed to be received or realized in the merger, or might result in a potential competing acquirer proposing to pay a lower price than it would otherwise have proposed to pay because of the added cost of the termination fee or expense reimbursement that may become payable in certain circumstances.

Superior and Complete may be unable to obtain the regulatory clearances and approvals required to complete the merger or, in order to do so, Superior and Complete may be required to comply with material restrictions or

conditions.

Under the HSR Act, neither Superior nor Complete may complete the merger until required information and materials are furnished to the DOJ and the FTC, and the applicable waiting period under the HSR Act

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terminates or expires. On November 2, 2011, the FTC informed both Superior and Complete that the HSR Act waiting period was terminated on November 2, 2011.

Under Mexico's Federal Law of Economic Competition of 1993, as amended in 2001 and 2006, neither Superior nor Complete may complete the merger until 10 business days after notifying the CFC of the transaction, unless the CFC issues a stand-still order, in which case neither Superior nor Complete may complete the merger until the CFC approves the transaction. On November 24, 2011, Superior and Complete received notification from the CFC that the merger has been approved.

The expiration or termination of the waiting period (and any extension of the waiting period) applicable to the merger under the HSR Act and Mexico's Federal Law of Economic Competition of 1993 is a condition to closing the merger. The merger may also be subject to the regulatory requirements of other municipal, state, federal, or foreign governmental agencies and authorities. Regulatory entities may impose certain requirements or obligations as conditions for their approval or in connection with their review.

The merger agreement may require Superior and Complete to accept conditions from these regulators that could adversely impact the combined company without either of them having the right to refuse to close the merger on the basis of those regulatory conditions. Neither Superior nor Complete can provide any assurance that they will obtain the necessary clearances or approvals, or that any required conditions will not have a material adverse effect on the combined company following the merger or result in the abandonment of the merger.

Additionally, even after the above-described statutory waiting periods have expired, and even after completion of the merger, governmental authorities could seek to challenge the merger. In addition, in some jurisdictions, a competitor, customer or other third party could initiate a private action under the antitrust laws challenging or seeking to enjoin the merger, before or after it is completed. Superior or Complete may not prevail and may incur significant costs in defending or settling any action under the antitrust laws.

Any delay in completing the merger may substantially reduce the benefits expected to be obtained from the merger.

In addition to obtaining the required governmental clearances and approvals, closing of the merger is conditioned on obtaining various approvals by Superior's and Complete's respective stockholders and a number of other conditions beyond the control of Complete and Superior. These conditions may prevent or delay the merger from being completed. See The Merger Agreement Conditions to the Completion of the Merger beginning on page 96. Superior and Complete cannot predict whether or when the conditions required to complete the merger will be satisfied. Any delay in completing the merger may materially adversely affect the ability of the combined company to attain the benefits that Superior and Complete expect to achieve if the merger is completed within the expected timeframe.

Many of the anticipated benefits of combining Superior and Complete may not be realized.

Superior and Complete entered into the merger agreement with the expectation that the merger would result in various benefits including, among other things, expansion opportunities, an expanded product line and workforce better equipped to serve customers, maintaining business and customer levels and accretion to Superior's earnings per share. The success of the merger will depend, in part, on the combined company's ability to realize these anticipated benefits from the continued operation of the businesses of Superior and Complete. However, to realize these anticipated benefits, the combined company must successfully combine and integrate the businesses of Superior and Complete. Otherwise, the anticipated benefits of the merger may not be realized fully or at all or may take longer to realize than expected.

The merger will involve the combination of Superior and Complete, which each currently operate as independent public companies. The combined company will be required to devote significant management attention and resources to integrating the business practices and operations of Superior and Complete.

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Following the effective time of the merger, the combined company may encounter potential difficulties in the integration process, including the following:

the failure to retain key employees of either of Superior or Complete;

the inability to successfully combine the businesses of Superior and Complete in a manner that permits the combined company to achieve the anticipated benefits of the merger in the time frame currently anticipated or at all;

the complexities associated with managing the combined businesses out of a substantial number of different locations and integrating personnel from both Superior and Complete, while at the same time attempting to provide consistent, high quality services and equipment under a unified culture;

potential unknown liabilities and unforeseen increased expenses associated with the merger; and

performance shortfalls at one or both of Superior and Complete as a result of the diversion of management's attention caused by completing the merger and integrating the operations of Superior and Complete.

For all these reasons, the integration process could result in the distraction of the combined company's management, the disruption of the combined company's ongoing business or inconsistencies in the combined company's services, equipment, standards, controls, procedures and policies, any of which could adversely affect the ability of the combined company to maintain relationships with customers, vendors and employees or to achieve the anticipated benefits of the merger, or could otherwise adversely affect the business and financial results of the combined company.

Superior and Complete will incur substantial transaction costs pursuant to the merger agreement and the coordination of businesses.

Superior and Complete will incur substantial expenses in connection with completing the merger, and over a period of time following the completion of the merger, Superior further expects to incur substantial expenses in connection with coordinating the businesses, operations, policies and procedures of Superior and Complete. While Superior has assumed that a certain level of transaction and coordination expenses will be incurred, there are a number of factors beyond Superior's control that could affect the total amount or the timing of these transaction and coordination expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately.

Superior is planning to finance the cash portion of the merger consideration and to refinance the outstanding long-term indebtedness of Complete incurred pursuant to the merger agreement with funds obtained through senior unsecured indebtedness, and Superior cannot guarantee that it will be able to obtain the necessary funds from the lenders on favorable terms or at all.

Pursuant to the merger agreement, Superior and its wholly owned subsidiary, SESI, L.L.C., have entered into a commitment letter with the lenders. Pursuant to the commitment letter and subject to the conditions set forth therein, the lenders have agreed to structure, arrange and syndicate, and have committed to provide, credit facilities comprised of (i) a \$400 million term loan facility and a \$600 million revolving credit facility, which we refer to collectively as the senior secured facilities, and (ii) a senior unsecured bridge facility of up to \$700 million, which we refer to as the bridge facility. On December 6, 2011, Superior closed a debt financing in which SESI, L.L.C. sold \$800.0 million in aggregate principal amount of senior unsecured notes due 2021. Superior intends to forego the use of the bridge facility. The proceeds of the senior secured facilities and the debt financing will be used, among others, to pay the aggregate cash portion of the merger consideration and to refinance Complete's long-term indebtedness. The funding

under the commitment letter is subject to certain conditions, including conditions that do not relate directly to the merger agreement, and Superior cannot guarantee that such proceeds will be available under the commitment letter. The completion of the merger is not conditioned on the availability of the financing described above. See Source of Funding for the Merger beginning on page 115.

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Superior's and Complete's stockholders will be diluted by the merger.

The merger will dilute the ownership position of the current Superior stockholders, and result in Complete stockholders having an ownership stake in Superior that is smaller than their current stake in Complete. Following the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, Superior stockholders and the former Complete stockholders are expected to hold approximately 51.5% and 48.5%, respectively, of the combined company's common stock outstanding immediately after the merger, based on the number of shares of common stock of each of Superior and Complete currently outstanding and various assumptions regarding share issuances by each of Superior and Complete prior to the effective time of the merger. Consequently, Superior stockholders and Complete stockholders, as a general matter, will have less influence over the management and policies of Superior after the merger than each currently exercise over the management and policies of Superior and Complete, as applicable.

Failure to complete the merger could negatively affect the stock prices and the future businesses and financial results of Superior and Complete.

If the merger is not completed, the ongoing businesses of Superior or Complete may be adversely affected and Superior and Complete will each be subject to several risks, including the following:

the payment of certain significant costs relating to the merger without receiving the benefits of the merger, including in certain circumstances a termination fee of \$70 million to the other party or reimbursement of expenses of the other party subject to specific limitations;

the adverse impact resulting from the diversion of attention of management of Superior and Complete to the merger rather than their own operations and pursuit of other opportunities that could have been beneficial to Superior or Complete, as applicable; and

the resulting negative customer perception could adversely affect the ability of Superior and Complete to compete for, or to win, new and renewal business in the marketplace.

If the merger is not completed, Complete and Superior cannot assure their respective stockholders that these risks will not materialize and will not materially affect the business, financial results and stock prices of Superior or Complete.

The pendency of the merger could adversely affect the business and operations of Superior and Complete.

In connection with the pending merger, some customers or vendors of each of Superior and Complete may delay or defer decisions, which could negatively impact the revenues, earnings, cash flows and expenses of Superior and Complete, regardless of whether the merger is completed. Similarly, current and prospective employees of Superior and Complete may experience uncertainty about their future roles with Superior following the merger, which may materially adversely affect the ability of each of Superior and Complete to attract, retain and motivate key personnel during the pendency of the merger and which may materially adversely divert attention from the daily activities of Superior's and Complete's existing employees. In addition, due to operating covenants in the merger agreement, each of Superior and Complete may be unable, during the pendency of the merger, to pursue strategic transactions, undertake significant capital projects, undertake certain significant financing transactions and otherwise pursue other actions that are not in the ordinary course of business, even if such actions would prove beneficial to Superior or Complete, as applicable.

Superior's future results of operations could be adversely affected if the goodwill recorded in the merger subsequently requires impairment.

Upon completing the merger, Superior will record an asset called goodwill equal to the excess amount it pays for Complete, including the fair value of liabilities assumed, over the fair value of the tangible and identified intangible assets to be allocated to Complete. Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 350 requires that goodwill and other intangible assets that have indefinite useful lives not be amortized, but instead be tested at least annually for impairment. FASB ASC

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Topic 350 provides specific guidance for testing goodwill and other non-amortized intangible assets for impairment. Any future impairments would negatively impact Superior's results of operations for the period in which the impairment is recognized.

If the merger is not completed by April 30, 2012, either Superior or Complete may choose not to proceed with the merger.

Either Superior or Complete may terminate the merger agreement if the merger has not been completed by April 30, 2012, unless the failure of the merger to have been completed by such date was primarily caused by the failure of the party seeking to terminate the merger agreement to have performed in all material respects its obligations under the merger agreement or was due to non-satisfaction of the condition that all waiting periods (and any extensions thereof) applicable to the merger under the HSR Act or any administrative or judicial action or proceeding brought under any applicable domestic or foreign antitrust or competition merger control statute will have been terminated or expired. In the event the merger has not been completed by April 30, 2012 as a result of the non-satisfaction of the condition that all waiting periods (and any extensions thereof) applicable to the merger under the HSR Act or any administrative or judicial action or proceeding brought under any applicable domestic or foreign antitrust or competition merger control statute will have been terminated or expired, then either party may unilaterally extend this termination date to October 31, 2012. For more information, please see the section titled "The Merger Agreement - Termination of the Merger Agreement" beginning on page 107.

Risk Factors Relating to Superior Following the Effective Time of the Merger

The existing businesses of Superior and Complete are both subject to significant risks. The risks affecting Superior's current business are described in Item 1A of its Annual Report on Form 10-K for the year ended December 31, 2010, which is incorporated herein by reference. The risks affecting Complete's business are described in Item 1A of its Annual Report on Form 10-K for the year ended December 31, 2010 and its subsequent quarterly reports on Quarterly Report on Form 10-Q, each of which are incorporated herein by reference. Because we anticipate that these risks will continue to apply to Superior's and Complete's combined business following the merger, we urge you to read carefully the description of these risks in their entirety set forth in the documents referenced above. Set forth below are certain of the principal risks that we expect Superior (also referred to following the effective time of the merger as the combined company) to face following the merger.

The business of the combined company will depend on the level of activity in the oil and gas industry, which is significantly affected by volatile oil and gas prices and other factors.

Following the effective time of the merger, Superior's business will depend on the level of activity in oil and gas exploration, development and production in market sectors worldwide. Oil and gas prices and market expectations of potential changes in these prices significantly affect this level of activity. However, higher commodity prices do not necessarily translate into increased drilling activity since customers' expectations of future commodity prices typically drive demand for the combined company's services. The availability of quality drilling prospects, exploration success, relative production costs, the stage of reservoir development and political and regulatory environments are also expected to affect the demand for the combined company's services. Worldwide military, political and economic events have in the past contributed to oil and gas price volatility and are likely to do so in the future. The demand for the combined company's services is expected to be affected by numerous factors, including the following:

the level of worldwide oil and gas exploration and production;

the cost of exploring for, producing and delivering oil and gas;

demand for energy, which is affected by worldwide economic activity and population growth;

the ability of the Organization of Petroleum Exporting Countries to set and maintain production levels for oil;

the discovery rate of new oil and gas reserves;

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domestic and global political and economic uncertainty, socio-political unrest and instability or hostilities;
demand for and availability of alternative, competing sources of energy; and
technological advances affecting energy exploration, production and consumption.

A significant amount of the combined company's North American onshore business will be focused on unconventional shale resource plays, especially oil plays. The demand for those services is substantially affected by the oil and gas prices and market expectations of potential changes in these prices. If the price of oil were to go below a certain threshold for an extended period of time, demand for the combined company's services would be greatly reduced having a material adverse effect on the combined company's business, financial condition and operational results.

Although the effects of changing prices on activity levels in production and development sectors of the oil and gas industry are less immediate and as a result, less volatile than the exploration sector, producers generally react to declining oil and gas prices by reducing expenditures. Based on the past experiences of Superior and Complete, such expenditure reductions can be expected to adversely affect the combined company's business. Superior and Complete are unable to predict future oil and gas prices or the level of oil and gas industry activity. A prolonged low level of activity in the oil and gas industry will adversely affect the demand for the products and services of the combined company and its financial condition, results of operations and cash flows.

The business of the combined company and the expected benefits of the merger are subject to risks from economic stagnation and lower commodity prices.

Recent economic data indicates that the rate of economic growth in the United States and worldwide will remain lower than that experienced several years ago. Prolonged periods of little or no economic growth will likely decrease demand for oil and natural gas, which could result in lower prices for crude oil and natural gas and therefore lower demand and potentially lower pricing for the products and services of the combined company. A prolonged period of economic stagnation or deterioration could result in a significant adverse effect on the operating results of the combined company and the expected benefits of the merger. In addition, most of the customers of the combined company are involved in the energy industry, and if a significant number of them experience a prolonged business decline or disruption as a result of economic slowdown or lower crude oil and natural gas prices, the combined company may incur increased exposure to credit risk and bad debts.

Business issues currently faced by Complete or Superior may be imputed to the operations of the other.

To the extent that either Superior or Complete currently has or is perceived by customers to have operational challenges, such as on-time performance, safety issues or workforce issues, those challenges may raise concerns by existing customers of the other following the merger which may limit or impede the combined company's future ability to obtain additional work from those customers.

Failure to retain key employees and skilled workers could adversely affect Superior following the merger.

The combined company's performance following the merger could be adversely affected if it is unable to retain certain key employees and skilled workers of Complete and Superior. The combined company's ability to expand its operations depends in part on its ability to increase the size of its skilled labor force. The loss of the services of one or more of these key employees or the inability to employ or retain skilled workers could adversely affect Superior's future operating results. The demand for skilled workers is high and the supply is limited, particularly in North American markets where there are large unconventional shale resource plays and we have experienced increases in

labor costs in recent quarters and may continue to do so in the future. In addition, current and prospective employees of Superior and Complete may experience uncertainty about their future roles with the company until after the merger is completed. This may adversely affect the ability of Superior and Complete to attract and retain key personnel.

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Skilled labor shortages and increased labor costs negatively affect Superior's profitability and results of operation.

After the effective time of the merger, Superior may be affected by skilled labor shortages of certain types of qualified personnel, including engineers, project managers, field supervisors and other qualified personnel, which both Superior and Complete have from time-to-time experienced, especially in North American regions where there are large unconventional shale resource plays. These shortages could negatively impact the productivity and profitability of certain projects. The inability of the combined company to bid on new and attractive projects, or maintain productivity and profitability on existing projects, including ones developed by Complete, due to the limited supply of skilled workers and/or increased labor costs could negatively affect its profitability and results of operation.

Business growth could outpace the capabilities of Superior's infrastructure and workforce.

Superior cannot be certain that its infrastructure and workforce will be adequate to support its operations as it expands. Future growth after the merger also could impose significant additional demands on Superior's resources, resulting in additional responsibilities on members of Superior's senior management, including the need to recruit and integrate new senior level managers, executives and operating personnel. Superior cannot be certain that it will be able to recruit and retain such additional personnel. To the extent that Superior is unable to manage its growth effectively, or is unable to attract and retain additional qualified personnel, Superior may not be able to expand its operations or execute its business plan.

The combined company's consolidated financial statements may be impacted in future periods based on the accuracy of our valuations of Complete.

Accounting for an acquisition involves complex and subjective valuations of the assets, liabilities and noncontrolling interests of the acquired entity, which will be recorded in the combined company's consolidated financial statements pursuant to the general accounting rules applicable for business combinations. Differences between the inputs and assumptions used in the valuations and actual results could have a material effect on the combined company's consolidated financial statements in future periods.

World political events could affect the markets for the combined company's services.

World political events have resulted in military action in the Middle East, terrorist attacks and related unrest. Military action by the United States or other nations could escalate and further acts of terrorism may occur in the U.S. or elsewhere. Such acts of terrorism could be directed against companies such as the combined company. Such developments have caused instability in the world's financial and insurance markets in the past. In addition, these developments could lead to increased volatility in prices for crude oil and natural gas and could affect the markets for the combined company's products and services. Insurance premiums could increase and coverages may be unavailable in the future.

U.S. government regulations may effectively preclude the combined company from actively engaging in business activities in certain countries. These regulations could be amended to restrict or prohibit business activities in certain countries where Superior and Complete currently operate or where the combined company may wish to operate in the future.

The business of the combined company will remain subject to operating hazards present in the oil and natural gas industry, as well as adverse weather conditions.

Following the effective time of the merger, the operations of the combined company will remain subject to hazards present in the oil and natural gas industry, such as fire, explosion, blowouts, oil spills and leaks or spills of hazardous

materials. These incidents as well as accidents or problems in normal operations can cause personal injury or death and damage to property or the environment. The customer's operations can also be interrupted. From time to time, customers may seek recovery for damage to their equipment or property that occurred while Superior was performing services. In addition, the combined company's operations could be materially affected by severe weather in the North America, Gulf of Mexico, North Sea or other areas where it is expected to continue to

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conduct onshore and offshore operations after the closing. Severe weather, such as hurricanes, blizzards and extreme temperatures, may cause evacuation of personnel and curtailment of services, damage to drilling rigs resulting in suspension of operations, and loss of or damage to equipment, inventory, and facilities. If material, damage from any such operating hazards or adverse weather conditions could adversely affect the results of operations of the combined company and the expected benefits of the merger.

Demand for the combined company's products and services could be reduced or eliminated by governmental regulation or a change in the law regarding emissions.

A variety of regulatory developments, proposals or requirements have been introduced in the domestic and international regions that are focused on restricting the emission of carbon dioxide, methane and other greenhouse gases. Among these developments are the United Nations Framework Convention on Climate Change, also known as the Kyoto Protocol, the Regional Greenhouse Gas Initiative in the Northeastern United States, and the Western Regional Climate Action Initiative in the Western United States. Also, in 2007, the U.S. Supreme Court held in *Massachusetts, et al. v. EPA* that greenhouse gases are an air pollutant under the federal Clean Air Act and thus subject to future regulation.

It is not currently feasible to predict whether, or which of, the current greenhouse gas emission proposals will be adopted. In addition, there may be subsequent international treaties, protocols or accords that the United States joins in the future. The potential passage of climate change regulation may curtail production and demand for fossil fuels such as oil and gas in areas of the world where customers of the combined company operate and thus adversely affect future demand for products and services of the combined company, which may in turn adversely affect future results of operations.

The Deepwater Horizon incident could have a lingering significant impact on exploration and production activities in United States coastal waters that could adversely affect demand for Superior's services and equipment.

The April 2010 catastrophic explosion of the Deepwater Horizon, the related oil spill in the Gulf of Mexico and the U.S. Government's response to these events has significantly and adversely disrupted oil and gas exploration activities in the Gulf of Mexico. After the explosion, the United States government imposed new safety and permitting requirements on shallow water operators, resulting in significantly longer review processes of drilling permit applications and fewer drilling permits being issued to these operators. Additionally, the commission appointed by the President of the United States to study the causes of the catastrophe has recommended certain legislative and regulatory measures designed to minimize the possibility of a reoccurrence of a disastrous spill. Various bills are being considered by Congress that, if enacted, could either significantly increase the costs of conducting drilling and exploration activities in the Gulf of Mexico, particularly in deep waters, or possibly drive a substantial portion of drilling and operation activity out of the Gulf of Mexico.

There are a number of uncertainties affecting the oil and gas industry that continue to exist in the aftermath of the Deepwater Horizon explosion and the ensuing responses. Although the eventual outcome of these uncertainties is currently unknown, any one or more of them could constrict the return of demand for Superior's products and services to historical levels or further reduce demand for Superior's products and services, which could adversely affect Superior's operations in the Gulf of Mexico. However, until the ultimate regulatory response to these events becomes more certain, Superior cannot accurately predict the extent of the impact those responses could have on its customers and similarly, the long term impact on its business and operations. Any regulatory response that has the effect of materially curtailing drilling and exploration activity in the Gulf of Mexico will ultimately adversely affect Superior's operations in the Gulf of Mexico.

Complete s business is currently subject to, and the combined company s business after the merger will be subject to, the risk of future changes in the law regarding the regulation of hydraulic fracturing.

Complete s hydraulic fracturing and fluid handling operations are subject to a range of applicable federal, state and local laws, including those discussed under the heading Environmental Matters in Item 1 of

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Complete's Annual Report on Form 10-K as of December 31, 2010. Complete's hydraulic fracturing and fluid handling operations are designed and operated to minimize the risk, if any, of subsurface migration of hydraulic fracturing fluids and spillage or mishandling of hydraulic fracturing fluids, however, a proven case of subsurface migration of hydraulic fracturing fluids or a case of spillage or mishandling of hydraulic fracturing fluids during these activities could potentially subject the combined company to civil and/or criminal liability and the possibility of substantial costs, including environmental remediation, depending on the circumstances of the underground migration, spillage, or mishandling, the nature and scope of the underground migration, spillage, or mishandling, and the applicable laws and regulations.

The practice of hydraulically fracturing formations to stimulate the production of natural gas and oil has come under increased scrutiny, and this increased scrutiny has included allegations of subsurface migration of fracturing fluids and the spillage of fracturing fluids. Importantly, however, the vast majority of those cases have been unsubstantiated, and to Complete's knowledge, few, if any, documented cases of contamination exist. If proven to have happened, however, an incident of contamination could lead to civil/criminal liability and the possibility of substantial costs, including environmental remediation, depending on the nature of any proven damages and the applicable laws and regulations.

The merger is expected to provide Superior greater opportunity to expand its international operations, which will expose it to additional political, economic and other uncertainties.

Following the effective time of the merger, the international operations of Superior will continue to be subject to a number of risks inherent in any business operating in foreign countries, including, but not limited to, the following:

political, social and economic instability;

potential expropriation, seizure or nationalization of assets;

increased operating costs;

civil unrest and protest, strikes, acts of terrorism, war or other armed conflict;

currency fluctuations and restrictions on the repatriation of funds;

confiscatory taxation or other adverse tax policies; and

other risks listed in Superior's and Complete's Annual Report on Form 10-K for the year ended December 31, 2010.

Risk Factors Relating to Superior Common Stock Following the Merger

The market value of Superior common stock could decline if large amounts of its common stock are sold following the effective time of the merger.

Following the effective time of the merger, Superior stockholders and former Complete stockholders will own interests in a combined company operating an expanded business with a different mix of products, services, markets, risks and liabilities. Current stockholders of Superior and Complete may not wish to continue to invest in the combined company, or for other reasons may wish to dispose of some or all of their shares of Superior common stock of the combined company. If, following the effective time of the merger, large amounts of Superior common stock are sold, the price of Superior common stock could decline.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus, including information included or incorporated by reference in this joint proxy statement/prospectus, may contain certain forecasts and other forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Generally, the words expects, anticipates, targets, goals, projects, intends, plans, believes, seeks, estimates, variations of such words and similar expressions forward-looking statements and any statements regarding the benefits of the merger, or Superior's or Complete's future financial condition, results of operations and business are also forward-looking statements. Without limiting the generality of the preceding sentence, certain statements contained in the sections The Merger Background of the Merger, The Merger Recommendation of Superior's Board of Directors and Its Reasons for the Merger, The Merger Recommendation of Complete's Board of Directors and Its Reasons for the Merger, The Merger Certain Prospective Financial Information Reviewed by Superior and The Merger Certain Prospective Financial Information Reviewed by Complete constitute forward-looking statements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, most of which are difficult to predict and many of which are beyond Superior's and Complete's control. These include the factors described above in Risk Factors and under the caption Risk Factors in Superior's Annual Report on Form 10-K for the year ended December 31, 2010, and in Complete's Annual Report on Form 10-K for the year ended December 31, 2010 and Quarterly Reports on Form 10-Q for the quarters ended June 30, 2011 and September 30, 2011, as well as:

prevailing and projected oil and gas prices;

the ability of Superior and Complete to continue to retain and attract key personnel and skilled workers, both before and after the merger;

the ability to successfully integrate the operations of Superior and Complete;

the risk that the anticipated benefits from the merger may not be realized or may take longer to realize than expected;

the ability of Superior and Complete to obtain approvals or clearances for the transaction from (i) their respective stockholders and (ii) regulatory agencies free of conditions materially adverse to the parties;

the possibility that the costs, difficulties or disruptions related to the coordination of Complete's operations with Superior's will be greater than expected or make it more difficult to maintain relationships with customers, employees or suppliers;

the ability of the combined company to successfully introduce new product or service offerings or enter new markets on a timely and cost-effective basis;

unexpected costs or unexpected liabilities that may arise from the transaction, whether or not consummated;

any adverse developments in (i) customer relationships or legal proceedings or (ii) legislation, regulation, technology or competition affecting Superior, Complete or the energy industry;

Superior's continued access to the capital markets on acceptable terms;

continuation or deterioration of current market conditions;

the impact of changes in acquisition-related allocations of the merger purchase price to the assets and liabilities of the combined company;

the business and spending plans of the parties customers;

changes in the future cash requirements, strategies or other plans and objectives of the combined company;

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the amount, nature and timing of capital expenditures, including future development costs, and availability of capital resources to fund capital expenditures;

the various risks and other factors considered by the respective boards of Superior and Complete as described under The Merger Recommendation of Superior's Board of Directors and Its Reasons for the Merger and under The Merger Recommendation of Complete's Board of Directors and Its Reasons for the Merger; and general industry, market, labor, economic and related uncertainties.

Should one or more of the risks or uncertainties described above or elsewhere in reports incorporated by reference herein occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this joint proxy statement/prospectus or the date of any document incorporated by reference in this joint proxy statement/prospectus, as applicable.

All forward-looking statements, expressed or implied, included in this joint proxy statement/prospectus are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Superior, Complete or persons acting on their behalf may issue.

Except as otherwise required by applicable law, Superior and Complete disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section. See also Where You Can Find More Information; Incorporation by Reference.

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THE COMPANIES

Superior Energy Services, Inc.

Superior provides a broad range of products and services used to assist oil and gas companies drill, complete, produce, maintain and decommission their oil and gas wells. Superior operates throughout the United States, in the Gulf of Mexico and in several international markets. Superior's business is comprised of three segments: Subsea and Well Enhancement, Drilling Products and Services and Marine Services.

Superior common stock is listed on the NYSE and trades under the symbol SPN.

Superior's principal executive offices are located at 601 Poydras Street, Suite 2400, New Orleans, Louisiana, 70130, and its telephone number is (504) 587-7374.

SPN Fairway Acquisition, Inc., referred to as Merger Sub, is a Delaware corporation and an indirect wholly owned subsidiary of Superior that was formed for the purpose of entering into the merger agreement.

Additional information about Superior and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information; Incorporation by Reference](#) on page 126.

Complete Production Services, Inc.

Complete focuses on providing specialized completion and production services and products that help oil and gas companies develop hydrocarbon reserves, reduce costs and enhance production. Complete's operations are located throughout the United States, and in western Canada and Mexico. Complete's business is comprised of two segments: Completion and Production Services and Drilling Services.

Complete common stock is listed on the NYSE and trades under the symbol CPX.

Complete's principal executive offices are located at 11700 Katy Freeway, Suite 300, Houston, Texas, 77079, and its telephone number is (281) 372-2300.

Additional information about Complete and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information; Incorporation by Reference](#) on page 126.

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THE SUPERIOR SPECIAL MEETING

Date, Time, Place and Purpose of Superior's Special Meeting

The special meeting of the stockholders of Superior will be held at [], on [], [], 2012 at []:00 a.m., local time. The purpose of Superior's special meeting is:

1. to consider and vote on a proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement;
2. to consider and vote on a proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares; and
3. to consider and vote on any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

Recommendation of the Board of Directors of Superior

Superior's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Superior and its stockholders; (ii) approved the merger agreement, the merger and the other transactions contemplated thereby; and (iii) approved the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the amendment to Superior's certificate of incorporation to increase the authorized number of shares of Superior common stock from 125,000,000 shares to 250,000,000 shares. Superior's board of directors unanimously recommends that you vote FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares and FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting. For the reasons for this recommendation, see The Merger Recommendation of Superior's Board of Directors and Its Reasons for the Merger beginning on page 52.

Record Date; Who Can Vote at Superior's Special Meeting

Superior's board of directors has fixed the close of business on December 12, 2011 as the record date for determination of Superior stockholders entitled to receive notice of, and to vote at, Superior's special meeting and any adjournments of the special meeting. Only holders of record of Superior common stock at the close of business on the record date are entitled to receive notice of, and to vote at, Superior's special meeting. As of the record date, there were [] shares of Superior common stock outstanding and entitled to vote at Superior's special meeting, held by approximately

[] stockholders of record.

Each share of Superior common stock is entitled to one vote on the proposals to approve issuance of shares of Superior common stock pursuant to the merger agreement, to adopt the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock and to solicit additional proxies.

Vote Required for Approval; Quorum

Approval of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement requires the affirmative vote of the holders of at least a majority of the votes cast on the proposal, provided that the total votes cast on the proposal represent at least a

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majority of the outstanding shares of Superior common stock. Approval of the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock entitled to vote. Approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of the holders of at least a majority of the outstanding shares of Superior common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Superior's bylaws provide that a majority of the outstanding shares of Superior common stock entitled to vote generally in the election of directors, represented in person or by proxy, constitutes a quorum at a meeting of its stockholders. Shares that are voted and shares abstaining from voting are treated as being present at Superior's special meeting for purposes of determining whether a quorum is present.

Abstentions and Broker Non-Votes

Abstentions will be counted in determining the presence of a quorum, but broker non-votes will not be counted in determining the presence of a quorum. Abstentions and broker non-votes will not be counted as votes cast with regard to the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, and as such, abstentions and broker non-votes could result in there not being sufficient votes cast on such proposal. Abstentions and broker non-votes will have the same effect as votes cast AGAINST the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares. Abstentions will have the same effect as votes cast AGAINST the proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting, but broker non-votes will have no effect on such proposal.

Manner of Submitting Proxy

Superior stockholders may submit their votes for or against the proposals submitted at Superior's special meeting in person or by proxy. Superior stockholders may be able to submit a proxy in the following ways:

Internet. Superior stockholders may submit a proxy over the Internet by going to the website listed on their proxy card or voting instruction card. Once at the website, they should follow the instructions to submit a proxy.

Telephone. Superior stockholders may submit a proxy using the toll-free number listed on their proxy card or voting instruction card.

Mail. Superior stockholders may submit a proxy by completing, signing, dating and returning their proxy card or voting instruction card in the preaddressed postage-paid envelope provided.

Superior stockholders should refer to their proxy cards or the information forwarded by their broker or other nominee to see which options are available to them.

The Internet and telephone proxy submission procedures are designed to authenticate stockholders and to allow them to confirm that their instructions have been properly recorded. If you submit a proxy over the Internet or by telephone,

then you need not return a written proxy card or voting instruction card by mail. The Internet and telephone facilities available to record holders will close at 11:59 p.m. central time on [], 2012.

The method by which Superior stockholders submit a proxy will in no way limit their right to vote at Superior's special meeting if they later decide to attend the meeting and vote in person. If shares of Superior common stock are held in the name of a broker or other nominee, Superior stockholders must obtain a proxy, executed in their favor, from the broker or other nominee, to be able to vote in person at Superior's special meeting.

All shares of Superior common stock entitled to vote and represented by properly completed proxies received prior to Superior's special meeting, and not revoked, will be voted at Superior's special meeting as

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instructed on the proxies. **If Superior stockholders of record do not indicate how their shares of Superior common stock should be voted on a proposal, the shares of Superior common stock represented by their properly executed proxy will be voted as Superior's board of directors recommends and therefore FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares and FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.** If you do not provide voting instructions to your broker or other nominee, your shares of Superior common stock will NOT be voted and will be considered broker non-votes.

Shares Held in Street Name

If Superior stockholders hold shares of Superior common stock in an account of a broker or other nominee and they wish to vote such shares, they must return their voting instructions to the broker or other nominee.

If Superior stockholders hold shares of Superior common stock in an account of a broker or other nominee and attend Superior's special meeting, they should bring a letter from their broker or other nominee identifying them as the beneficial owner of such shares of Superior common stock and authorizing them to vote.

Shares of Superior common stock held by brokers and other nominees will NOT be voted unless such Superior stockholders instruct such brokers or other nominees how to vote.

Revocation of Proxies or Voting Instructions

Superior stockholders of record may revoke their proxy at any time before it is exercised by timely sending written notice to Superior's Secretary that they would like to revoke their proxy, by timely delivering a properly executed, later-dated proxy (including over the Internet or telephone) or by voting by ballot at Superior's special meeting. Simply attending Superior's special meeting without voting will not revoke your proxy. Superior stockholders who hold shares of Superior common stock in an account of a broker or other nominee may revoke their voting instructions by following the instructions provided by their broker or other nominee.

Tabulation of the Votes

Superior will appoint an Inspector of Election for Superior's special meeting to tabulate affirmative and negative votes and abstentions.

Solicitation of Proxies

Superior will pay the cost of soliciting proxies. Directors, officers and employees of Superior may solicit proxies on behalf of Superior in person or by telephone, facsimile or other means, for which they will not receive any additional compensation. Superior has engaged Georgeson Inc. to assist it in the distribution and solicitation of proxies. Superior has agreed to pay Georgeson Inc. a fee of \$18,000 plus payment of certain fees and expenses for its services to solicit proxies.

In accordance with the regulations of the SEC and the NYSE, Superior also will reimburse brokerage firms, and other custodians, nominees and fiduciaries for their expenses incurred in sending proxies and proxy materials to beneficial owners of shares of Superior common stock.

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PROPOSALS SUBMITTED TO SUPERIOR STOCKHOLDERS

Share Issuance Proposal

(Proposal 1 on the Superior Proxy Card)

If the merger is completed pursuant to the merger agreement, Complete stockholders will receive 0.945 of a share of Superior common stock and \$7.00 in cash for each share of Complete common stock held by Complete stockholders at the effective time of the merger. The stock exchange ratio and cash amount are fixed and will not be adjusted to reflect changes in the stock price of Superior common stock or Complete common stock.

Under the NYSE Listed Company Manual, a company listed on the NYSE is required to obtain stockholder approval prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions if the number of shares of common stock to be issued is, or will be upon issuance, equal to or in excess of twenty percent (20%) of the number of shares of common stock outstanding before the issuance of the common stock or of securities convertible into or exercisable for common stock. If the merger is completed pursuant to the merger agreement, we estimate that Superior will issue or reserve for issuance approximately 78 million shares of Superior common stock in connection with the merger, including shares of Superior common stock issuable pursuant to outstanding stock options to purchase Complete common stock and other equity-based awards. On an as-converted basis, the aggregate number of shares of Superior common stock that Superior will issue in the merger will exceed 20% of the shares of Superior common stock outstanding before such issuance, and for this reason Superior must obtain the approval of Superior stockholders for the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement.

The approval of this proposal by Superior stockholders is a condition to the closing of the merger. In the event this proposal is not approved by Superior stockholders, the merger cannot be consummated. In the event this proposal is approved by Superior stockholders, but the merger agreement is terminated (without the merger being completed) prior to the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, Superior will not issue the shares of Superior common stock.

Superior is asking Superior stockholders to approve the issuance of shares of Superior common stock to Complete stockholders in connection with the merger agreement.

Recommendation of Superior's board of directors

Superior's board of directors unanimously recommends that Superior stockholders vote FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement.

Certificate of Incorporation Amendment Proposal

(Proposal 2 on the Superior Proxy Card)

Superior's board of directors has unanimously approved the amendment of Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares. Upon approval of this proposal by Superior stockholders, Superior would be authorized to amend the first sentence of paragraph FOURTH of Superior's certificate of incorporation as set forth in Annex E to this joint proxy

statement/prospectus. Except for the foregoing amendment, the other terms and provisions of Superior's certificate of incorporation would remain unchanged.

The adoption of this amendment by Superior stockholders is a condition to closing of the merger. In the event this proposal is not approved by Superior stockholders, the merger cannot be consummated. In the event this proposal is approved by Superior stockholders, but the merger agreement is terminated (without the merger being completed) prior to the filing of the certificate of amendment with the Secretary of State of the State of Delaware giving effect to the amendment, Superior will not file the certificate of amendment effectuating the amendment increasing the number of authorized shares.

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As of December 1, 2011, there were 79,863,572 shares of Superior common stock issued and outstanding. As of December 1, 2011, there were 4,134,946 shares of Superior common stock reserved for issuance under outstanding stock options, 168,279 shares of Superior common stock issuable pursuant to outstanding restricted stock unit awards, 838,611 shares of Superior common stock issuable pursuant to outstanding performance share awards and 3,011,274 shares of Superior common stock reserved for future grants under equity plans. Based on the number of shares of Complete common stock and restricted common stock outstanding as of December 1, 2011, if the merger is completed, Superior would be required to issue approximately 75,222,872 additional shares of Superior common stock to Complete stockholders. Based on the options to purchase or issue Complete common stock outstanding as of December 1, 2011 and assuming the closing price of Superior common stock on December 1, 2011, if the merger is completed, Superior would reserve for issuance approximately 2,676,790 additional shares of Superior common stock. If the merger is not completed on or before January 31, 2012, Complete may grant additional annual equity awards to its employees pursuant to Complete's incentive award plan and Superior would be required to issue and reserve for issuance additional shares of Superior common stock to account for such awards.

Completion of the merger requires adoption of the amendment to Superior's certificate of incorporation because the number of shares of Superior common stock to be issued to Complete stockholders pursuant to the merger agreement, together with the number of shares of Superior common stock outstanding or reserved for issuance, will exceed the current aggregate number of authorized shares of Superior common stock.

Following the completion of the merger, the amendment to Superior's certificate of incorporation will provide for additional authorized but unissued shares of Superior common stock to be available for general corporate purposes, including financing transactions, acquisitions, stock dividends and equity compensation plans or arrangements. Superior's board of directors believes that the additional authorized Superior common stock would give Superior greater flexibility by allowing Superior to issue shares of Superior common stock without the expense and delay of convening a stockholders meeting to authorize additional shares if and when the need arises.

Superior currently has no plans for the issuance of additional shares of its common stock, other than future issuances pursuant to its equity compensation plans and agreements in the ordinary course of business. Superior's board of directors has determined, however, that securing stockholder approval for additional authorized shares of Superior common stock is appropriate in order to provide Superior with the flexibility to consider possible actions that might require the future issuance of additional shares of Superior common stock. If Superior's board of directors deems it to be in the best interest of Superior and its stockholders to issue additional shares of Superior common stock in the future, Superior's board of directors does not expect to seek further authorization by vote of Superior stockholders, unless Superior stockholder approval is otherwise required by law or by the rules or policies of the NYSE or any other exchange or market upon which shares of Superior's common stock may be traded or quoted in the future.

Superior is asking Superior stockholders to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares.

Recommendation of Superior's board of directors

Superior's board of directors unanimously recommends that Superior stockholders vote FOR the proposal to adopt of the amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares.

The Superior Adjournment Proposal

(Proposal 3 on the Superior Proxy Card)

Superior's special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies, if necessary or appropriate, to obtain additional votes in favor of the proposal to approve the issuance of shares of Superior common stock to Complete

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stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

If, at Superior's special meeting, the number of shares of Superior common stock present or represented and voting in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares is insufficient to approve the proposals, Superior intends to move to adjourn Superior's special meeting in order to enable Superior's board of directors to solicit additional proxies for approval of the proposals.

Superior is asking Superior stockholders to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

Recommendation of Superior's board of directors

Superior's board of directors unanimously recommends that Superior stockholders vote FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.

Other Business

At this time, Superior does not intend to bring any other matters before Superior's special meeting, and Superior does not know of any matters to be brought before Superior's special meeting by others. If, however, any other matters properly come before Superior's special meeting, the persons named in the enclosed proxy, or their duly constituted substitutes, acting at Superior's special meeting or any adjournment or postponement thereof will be deemed authorized to vote the shares represented thereby in accordance with the judgment of management on any such matter.

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THE COMPLETE SPECIAL MEETING

Date, Time, Place and Purpose of Complete's Special Meeting

The special meeting of the stockholders of Complete will be held at [], [] on [], 2012, at []:00 a.m., local time. The purpose of Complete's special meeting is:

1. to consider and vote on the proposal to adopt the merger agreement;
2. to consider and vote, on a non-binding, advisory basis, on the proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger; and
3. to consider and vote on any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

Recommendation of the Board of Directors of Complete

Complete's board of directors has unanimously determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Complete and its stockholders, and has approved the merger agreement, the merger and the other transactions contemplated thereby. Complete's board of directors unanimously recommends that Complete stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger, and FOR any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement.

For the reasons for this recommendation, see The Merger Recommendation of Complete's Board of Directors and Its Reasons for the Merger beginning on page 54.

Record Date; Who Can Vote at Complete's Special Meeting

Only holders of record of Complete common stock at the close of business on December 12, 2011, Complete's record date, are entitled to notice of, and to vote at, Complete's special meeting and any adjournment of the special meeting. As of the record date, there were [] shares of Complete common stock outstanding and entitled to vote at Complete's special meeting, held by approximately [] holders of record. Each share of Complete common stock owned on Complete's record date is entitled to one vote on each proposal at Complete's special meeting.

Vote Required for Approval; Quorum

Approval of the proposal to adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Complete common stock entitled to vote. Approval of (i) the non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger, and (ii) the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting each requires the affirmative vote of the holders of at least a majority of the shares of Complete common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Complete's bylaws provide that a majority of the outstanding shares of Complete common stock entitled to vote at the meeting, represented in person or by proxy, constitutes a quorum at a meeting of its stockholders. Shares that are voted and shares abstaining from voting are treated as being present at the Complete special meeting for purposes of determining whether a quorum is present.

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Abstentions and Broker Non-Votes

Abstentions will be counted in determining the presence of a quorum, but broker non-votes will not be counted in determining the presence of a quorum. Abstentions will have the same effect as votes cast AGAINST (i) the proposal to adopt the merger agreement, (ii) the non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger and (iii) the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting. Broker non-votes will have the same effect as votes cast AGAINST the adoption of the merger agreement, but will have no effect on the non-binding, advisory proposal to approve the compensation that may become payable to Complete's named executive officers in connection with the merger or the proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.

Manner of Submitting Proxy

Complete stockholders may submit their votes for or against the proposals submitted at Complete's special meeting in person or by proxy. Complete stockholders may also be able to submit a proxy in the following ways:

Internet. Complete stockholders may submit a proxy over the Internet by going to the website listed on their proxy card or voting instruction card. Once at the website, follow the instructions to submit a proxy.

Telephone. Complete stockholders may submit a proxy using the toll-free number listed on their proxy card or voting instruction card.

Mail. Complete stockholders may submit a proxy by completing, signing, dating and returning their proxy card or voting instruction card in the preaddressed postage-paid envelope provided.

Complete stockholders should refer to their proxy card or the information forwarded by their broker or other nominee to see which options are available to them.

The Internet and telephone proxy submission procedures are designed to authenticate stockholders and to allow them to confirm that their instructions have been properly recorded. If you submit a proxy over the Internet or by telephone, then you need not return a written property card or voting instruction card by mail. The Internet and telephone facilities available to record holders will close at 11:59 p.m. central time on [], 2012.

The method by which Complete stockholders submit a proxy will in no way limit their right to vote at Complete's special meeting if they later decide to attend the meeting in person. If Complete stockholders' shares of Complete common stock are held in the name of a broker or other nominee, Complete stockholders must obtain a proxy, executed in their favor, from the broker or other nominee, to be able to vote in person at Complete's special meeting.

All shares of Complete common stock entitled to vote and represented by properly completed proxies received prior to Complete's special meeting, and not revoked, will be voted at Complete's special meeting as instructed on the proxies. **If Complete stockholders of record do not indicate how their shares of Complete common stock should be voted on a matter, the shares of Complete common stock represented by their properly executed proxy will be voted as Complete's board of directors recommends and therefore, FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's**

named executive officers in connection with the merger, and FOR any proposal to authorize Complete s board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting. If you do not

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provide voting instructions to your broker or other nominee, your shares of Complete common stock will NOT be voted and will be considered broker non-votes.

Shares Held in Street Name

If Complete stockholders hold shares of Complete common stock in an account of a broker or other nominee and they wish to vote such shares, they must return their voting instructions to the broker or other nominee. If Complete stockholders hold shares of Complete common stock in an account of a broker or other nominee and attend Complete s special meeting, they should bring a proxy from their broker or other nominee identifying them as the beneficial owner of such shares of Complete common stock and authorizing them to vote.

Shares of Complete common stock held by brokers and other nominees will NOT be voted unless such Complete stockholders instruct such brokers or other nominees how to vote.

Revocation of Proxies or Voting Instructions

Complete stockholders of record may change their vote or revoke their proxy at any time before it is exercised at Complete s special meeting by:

submitting notice in writing to Complete s Secretary at Complete Production Services, Inc., 11700 Katy Freeway, Suite 300, Houston, Texas 77079, that you are revoking your proxy;

executing and delivering a later-dated proxy card or submitting a later-dated proxy by telephone or on the Internet; or

voting in person at Complete s special meeting. Attending Complete s special meeting without voting will not revoke your proxy.

Complete stockholders who hold shares of Complete common stock in an account of a broker or other nominee may revoke their voting instructions by following the instructions provided by their broker or other nominee.

Solicitation of Proxies

The solicitation of proxies from Complete stockholders is made on behalf of Complete s board of directors. Complete will pay the cost of soliciting proxies from Complete stockholders. Directors, officers and employees of Complete may solicit proxies on behalf of Complete in person or by telephone, facsimile or other means, but will not receive any additional compensation for doing so. Complete has engaged MacKenzie Partners, Inc. to assist it in the distribution and solicitation of proxies. Complete has agreed to pay MacKenzie Partners, Inc. a fee not expected to exceed \$50,000, plus payment of certain fees and expenses, for its services to solicit proxies.

In accordance with the regulations of the SEC and the NYSE, Complete also will reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses incurred in sending proxies and proxy materials to beneficial owners of shares of Complete common stock.

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PROPOSALS SUBMITTED TO COMPLETE STOCKHOLDERS

Merger Proposal

(Proposal 1 on the Complete Proxy Card)

Complete stockholders are asked to adopt the merger agreement. For a summary and detailed information regarding this proposal to adopt the merger agreement, see the information about the merger agreement and the merger throughout this joint proxy statement/prospectus, including the information set forth in sections entitled *The Merger* beginning on page 44 and *The Merger Agreement* beginning on page 90. A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus.

Pursuant to the merger agreement, approval of this proposal is a condition to the closing of the merger. If the proposal is not approved, the merger will not be completed even if the other proposals related to the merger are approved.

Complete is requesting that Complete stockholders adopt the merger agreement.

Recommendation of Complete's board of directors

Complete's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Complete and its stockholders, and (ii) approved the merger agreement, the merger and the other transactions contemplated thereby. Complete's board of directors unanimously recommends that Complete stockholders vote FOR the proposal to adopt the merger agreement.

Compensation Proposal

(Proposal 2 on the Complete Proxy Card)

In accordance with SEC requirements, Complete is requesting that Complete stockholders approve, on a non-binding, advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger and therefore is asking its stockholders to adopt the following resolution:

RESOLVED, that the compensation that may be paid or become payable to Complete Production Services' named executive officers in connection with the merger, as disclosed in the table entitled *Golden Parachute Compensation* pursuant to Item 402(t) of Regulation S-K, including the associated narrative discussion and the agreements or understandings pursuant to which such compensation may be paid or become payable, are hereby APPROVED.

This vote is advisory in nature only, it will not be binding on either Complete or the surviving company regardless of whether the merger is completed. As the compensation to be paid in connection with the merger is contractual with the executives, regardless of the outcome of this advisory vote, such compensation will become payable in connection with the merger, subject only to the conditions applicable thereto.

Recommendation of Complete's board of directors

Complete's board of directors unanimously recommends that Complete stockholders vote FOR the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's named executive

officers in connection with the merger.

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Complete Adjournment Proposal

(Proposal 3 on the Complete Proxy Card)

Complete's special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies, if necessary or appropriate, to obtain additional votes in favor of the proposal to adopt the merger agreement.

If, at Complete's special meeting, the number of shares of Complete common stock present or represented by proxy and voting in favor of the merger proposal is insufficient to approve the proposal to adopt the merger agreement, Complete intends to move to adjourn Complete's special meeting in order to enable Complete's board of directors to solicit additional proxies for approval of the proposal.

Complete is requesting that Complete stockholders authorize the holder of any proxy solicited by Complete's board of directors to vote in favor of granting discretionary authority to the proxy holders, and each of them individually, to adjourn Complete's special meeting to another time and place for the purpose of soliciting additional proxies in favor of the proposal to adopt the merger agreement.

Recommendation of Complete's board of directors

Complete's board of directors unanimously recommends Complete stockholders vote **FOR any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.**

Other Business

At this time, Complete does not intend to bring any other matters before Complete's special meeting, and Complete does not know of any matters to be brought before Complete's special meeting by others. If, however, any other matters properly come before Complete's special meeting, the persons named in the enclosed proxy, or their duly constituted substitutes, acting at Complete's special meeting or any adjournment or postponement thereof will be deemed authorized to vote the shares represented thereby in accordance with the judgment of management on any such matter.

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THE MERGER

The following is a description of the material aspects of the merger. While Superior and Complete believe that the following description covers the material terms of the merger, the description may not contain all of the information that is important to Superior stockholders and Complete stockholders. Superior and Complete encourage Superior stockholders and Complete stockholders to carefully read this entire joint proxy statement/prospectus, including the merger agreement attached to this joint proxy statement/prospectus as Annex A and incorporated herein by reference, for a more complete understanding of the merger.

General

Each of Superior's and Complete's boards of directors has unanimously approved the merger agreement, the merger and the other transactions contemplated thereby. In the merger, Complete will merge with and into Merger Sub with Merger Sub surviving the merger as an indirect wholly owned subsidiary of Superior. Complete stockholders will receive the merger consideration described below under "The Merger Agreement—Merger Consideration."

Background of the Merger

Complete's board of directors and management have regularly reviewed and assessed Complete's business strategies and objectives, including strategic opportunities and challenges, all with the goal of enhancing stockholder value. Over the past several years, Complete has executed acquisition and organic investment strategies to enhance its product and service offerings, scope and scale of operations and geographic reach. Complete has also from time to time analyzed the hypothetical effect of potential mergers with similar-sized companies, which could then create a mid-cap oilfield service company in the United States, the resultant scope and scale of which would provide a platform for increased customer service, increased growth opportunities and a stronger competitive position. However, Superior is the only similar sized-company with which Complete has had substantive negotiations regarding a business combination. In addition, Complete has never had substantive discussions regarding a sale of Complete to any of the large-cap oilfield services companies.

Similarly, Superior continually reviews strategic options to enhance its product and service offerings, scope and scale of operations and geographic reach. One of the geographic areas for potential growth that Superior has targeted is the North American land market area due to the belief that its customers in this market will continue to exploit oil-focused resources in the current environment of higher oil prices. In addition, the intensity of services required to efficiently pursue the resurgent oil-focused efforts of its customers in the unconventional shale resource plays presents significant long-term opportunities that Superior believes will ultimately be replicated in other worldwide oil and gas producing regions. Superior believes that acquisitions permitting it to increase its product and service offerings and North American land exposure will accelerate its growth through the deployment of free cash flow generated in North America and provide a larger platform to facilitate continued international expansion. In reviewing the acquisition of Complete, Superior believed that such a combination would satisfy each of the goals and create the only mid-cap oilfield service company in the United States (a company with market capitalization between \$3 billion and \$10 billion) providing services and equipment to upstream oil and natural gas operators, which would be better equipped to compete against larger oilfield service providers.

At various times between 2006 and January 2010, Terence E. Hall, the Chairman and CEO of Superior at that time and now the Chairman of Superior's board of directors, and Joseph C. Winkler, Chairman, President and CEO of Complete, had a number of discussions about potential strategic transactions between Superior and Complete, including the acquisition of Complete by Superior. No specific agreement was ever reached, and no specific terms of

any possible strategic transaction were ever proposed during any of these discussions.

Shortly after assuming his position in April 2010, David D. Dunlap, President and CEO of Superior, focused on expanding Superior's North American land business through growth initiatives highlighted by increased capital expenditure funding and evaluating a significant number of acquisition opportunities. Mr. Dunlap also recognized that combining with a company of similar size to Superior could best fulfill

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Superior's strategic goals of product line and geographic expansion and diversity in the North American land market while reducing integration risk. Superior believed that a similar-sized company offering a complementary set of products and services would reduce the risk of employee defections due to this lack of overlap. Further, Superior deemed similar sized companies like Complete to have better controls, systems, processes and governance protocols in place than companies significantly smaller than Superior. Alternatively, companies significantly larger than Superior were not attractive because in most instances they offer product lines that are either duplicative, operate in segments that Superior does not believe are exportable to international markets, or that do not generate favorable returns on capital.

In furtherance of these efforts, Mr. Dunlap analyzed small, regional private and public companies that he thought could achieve an increase in Superior's exposure to the North American land market sooner than Superior could achieve through organic growth. Mr. Dunlap determined that the private companies reviewed were too limited in either their existing geographic reach or product offerings, making it likely that following acquisition Superior would still have to invest significant time and capital to expand the acquired business into new geographic basins or add multiple product lines that would be appealing to customers. Furthermore, labor markets targeted by Superior in the North American oilfield services industry remain exceedingly tight, which would provide a significant barrier to Superior's expansion in those markets. Finally, Mr. Dunlap deemed the valuations for the private company targets identified as too high based on due diligence and limited discussions with management teams.

After reviewing the landscape of potential strategic partners, Mr. Dunlap deemed Complete as the best possible merger candidate based on the following factors: (a) Complete operates in multiple market areas across North America; (b) Complete offers several product lines that do not overlap with Superior's, thereby enhancing and complementing Superior's existing product offerings; and (c) Complete has a workforce of approximately 7,500. Mr. Dunlap also thought that the valuation for Complete would be more reasonable than other potential target companies given the value to stockholders of both Superior and Complete that could be derived from a combination of the companies.

In March 2011, Mr. Dunlap contacted Mr. Winkler to inquire whether Complete had any interest in considering a possible business combination with Superior. On March 29, 2011 and April 18, 2011, Messrs. Dunlap and Winkler had meetings in New Orleans, Louisiana and Houston, Texas, respectively, in which they discussed at a high level each company's products, services, strategies and philosophy and the mutual benefits of a possible business combination of Superior and Complete.

At the regularly scheduled meeting of Complete's board of directors on May 25, 2011, Mr. Winkler informed Complete's board of directors of his discussions with Mr. Dunlap regarding a possible business combination of Superior and Complete and the strategic rationale for such a business combination. Complete's board of directors directed Mr. Winkler to continue discussions with Mr. Dunlap and further investigate a possible business combination with Superior.

On June 13, 2011, Messrs. Dunlap and Winkler met again in Houston, Texas to discuss further the strategic rationale for a possible business combination of Superior and Complete. At that time, Mr. Winkler indicated that Complete might be willing to further investigate a business combination, but only after receiving some indication of the specific financial terms proposed by Superior relating to such a business combination.

Following this meeting, Mr. Dunlap spoke by telephone with each of the members of Superior's board of directors with respect to his discussions with Mr. Winkler and advised Superior's board of directors that he believed Complete was interested in pursuing a possible business combination of Superior and Complete.

On June 17, 2011, Superior's board of directors, in a special telephonic board meeting, received a report from Mr. Dunlap of his discussions with Mr. Winkler regarding a possible business combination of Superior and Complete and Mr. Dunlap advised Superior's board of directors that he believed Complete would be interested in further discussing a possible business combination with Superior in which the consideration would consist principally of Superior common stock. Mr. Dunlap provided Superior's board of directors with details about the strategic rationale for the possible business combination and the benefits of the possible business combination to Superior and its stockholders. Superior's board of directors authorized Mr. Dunlap to

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engage in further discussions with Complete regarding the possible business combination. Additionally, the Superior board of directors discussed engaging Greenhill as financial advisor and JP Morgan to finance any cash consideration payable in the possible business combination. Superior's board of directors authorized Mr. Dunlap to engage Greenhill to serve as Superior's financial advisor for this possible business combination based on Greenhill's reputation and experience in the oil and gas industry, including its general knowledge of Superior and Complete.

On June 30, 2011, Messrs. Dunlap and Winkler spoke by telephone and discussed further the potential advantages for each of Superior and Complete of a business combination. Although no specific financial terms of any possible business combination were discussed at that time, Mr. Dunlap did indicate that Superior intended to make a proposal in which the consideration would consist principally of Superior common stock.

Following his call with Mr. Dunlap on June 30, 2011, Mr. Winkler spoke by telephone with each of the members of Complete's board of directors with respect to his discussions with Mr. Dunlap and advised Complete's board of directors that he believed Superior was interested in pursuing a possible business combination of Superior and Complete.

On July 6, 2011, Superior's board of directors, in a special telephonic board meeting, received an update from Mr. Dunlap of his discussions with Mr. Winkler regarding a possible business combination of Superior and Complete and the process undertaken by Superior management to further assess the benefits of such a business combination. Superior's board of directors discussed with Superior management and representatives of Greenhill preliminary financial analyses prepared by Greenhill regarding a possible business combination of Superior and Complete. Following the discussions and deliberations by Superior's board of directors of the possible business combination of Superior and Complete, Superior's board of directors authorized Superior management to further explore the possible business combination and deliver a written nonbinding indication of interest to Complete.

On July 6, 2011, Mr. Dunlap called Mr. Winkler to inform him that Superior would be delivering a written nonbinding expression of interest. Mr. Winkler indicated he would review further the possible business combination of Superior and Complete, consult with Complete management and Complete's board of directors regarding such business combination and respond to Mr. Dunlap regarding Superior's offer. Later that day, Mr. Dunlap sent to Mr. Winkler a letter setting forth Superior's written nonbinding expression of interest with respect to the possible business combination of Superior and Complete. The nonbinding expression of interest proposed consideration of a fixed exchange ratio of 0.929 shares of Superior common stock plus \$4.00 cash for each share of Complete common stock. The letter noted that Superior's offer would result in Complete's stockholders owning approximately 48% of the combined company. The letter further indicated that Superior would benefit from adding at least one member of Complete's board of directors to its board of directors in connection with the business combination. The prices of Superior common stock and Complete common stock at the close of trading on July 6, 2011 were \$38.76 and \$34.61, respectively. Based on these closing prices, the proposed offer represented an implied premium of 16% to Complete's stockholders.

On July 7, 2011, Mr. Winkler spoke by telephone with each of the members of Complete's board of directors regarding his discussions with Mr. Dunlap regarding a possible business combination of Superior and Complete and the proposed offer made in the written nonbinding expression of interest by Superior of a fixed exchange ratio of 0.929 shares of Superior common stock plus \$4.00 cash for each share of Complete common stock. Complete's board of directors believed that the proposed consideration of 0.929 shares of Superior common stock plus \$4.00 cash for each share of Complete common stock was inadequate.

Following discussions among Mr. Winkler and Complete's board of directors, Complete's board of directors determined that it was advisable to engage an investment bank to act as Complete's financial advisor in connection with, among other things, a potential sale of Complete, including the proposed merger with Superior. Complete's board

of directors selected Credit Suisse to act as Complete's financial advisor based on Credit Suisse's experience and reputation and Credit Suisse's knowledge of Complete and its industry. Complete's board of directors determined based on discussions by Complete management with Credit Suisse that Credit Suisse did not have any material or other relationships with Superior that would impair Credit Suisse's ability to provide Complete with independent financial advice. At the direction of Complete's board

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of directors, Complete management also retained Latham & Watkins LLP, referred to herein as Latham & Watkins, to act as legal counsel to Complete in connection with a possible business combination of Superior and Complete.

On July 13, 2011, Messrs. Dunlap and Winkler spoke by telephone regarding the written nonbinding expression of interest from Superior. Mr. Winkler informed Mr. Dunlap that he had discussed the expression of interest with Complete's board of directors and that Complete's board of directors and Complete management believed that the proposed consideration of a fixed exchange ratio of 0.929 shares of Superior common stock plus \$4.00 cash for each share of Complete common stock undervalued Complete. Mr. Winkler informed Mr. Dunlap that Complete was confident of its future prospects on a stand-alone basis and would not agree to Superior's current offer. Mr. Winkler did, however, agree to meet with Mr. Dunlap and members of Superior management to share certain confidential information regarding Complete if Superior would consider proposing a higher value based on its evaluation of that information.

On July 19, 2011, Messrs. Dunlap and Winkler again spoke by telephone about the possible business combination of Superior and Complete and Mr. Dunlap informed Mr. Winkler that Superior would deliver an initial draft of the proposed mutual confidentiality agreement to be entered into by Superior and Complete.

Following his call with Mr. Dunlap on July 19, 2011, Mr. Winkler spoke by telephone with each of the members of Complete's board of directors regarding the status of the possible business combination of Superior and Complete. Mr. Winkler noted to each board member that he had informed Mr. Dunlap that the implied premium and relative value for Complete stockholders should be higher than proposed in Superior's written expression of interest dated July 6, 2011.

On August 4, 2011, a confidentiality agreement between Superior and Complete, which included customary standstill and employee non-solicitation provisions, was executed by Messrs. Dunlap and Winkler on behalf of Superior and Complete, respectively.

On August 4, 2011, Messrs. Dunlap and Winkler met in Houston, Texas, together with several members of their respective management teams and engaged in further discussions regarding the possible business combination and each company's current operating and forecasted results and business strategies. Also present at the meeting were representatives of Greenhill and Credit Suisse, the financial advisors of Superior and Complete, respectively. At the meeting, the parties outlined a process for conducting a mutual due diligence investigation of each other. Mr. Winkler, at the direction of Complete's board of directors, again indicated to Mr. Dunlap that the implied premium and relative value for Complete stockholders proposed in Superior's written expression of interest dated July 6, 2011 was inadequate.

On August 15, 2011, Messrs. Dunlap and Winkler spoke by telephone and Mr. Dunlap indicated that Superior would be willing to raise the consideration proposed in Superior's written expression of interest dated July 6, 2011 to a fixed exchange ratio of 0.929 shares of Superior common stock plus \$6.00 cash for each share of Complete common stock. Mr. Winkler indicated he would review these proposed terms, consult with Complete's board of directors and Complete management and respond back to Mr. Dunlap. The prices of Superior common stock and Complete common stock at the close of trading on August 15, 2011 were \$36.08 and \$31.25, respectively. Based on these closing prices, the proposed offer represented an implied premium of 26.4% to Complete's stockholders.

On August 18, 2011, Complete's board of directors held a regularly scheduled meeting attended by all the members of Complete's board of directors at which the board discussed the status of the discussions with Superior regarding a possible business combination, including the current proposed consideration of a fixed exchange ratio of 0.929 shares of Superior common stock plus \$6.00 cash for each share of Complete common stock. At this meeting, Complete's general counsel advised Complete's board of directors regarding their fiduciary duties in connection with their

consideration of a possible business combination of Superior and Complete. Representatives of Credit Suisse reviewed and discussed certain financial aspects of the possible business combination of Superior and Complete. Complete's board of directors, with the assistance of Credit Suisse, then discussed the possibility of other oilfield services companies having an interest in combining with Complete. Amongst other things, they discussed the size, business strategy, potential synergies and financial

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wherewithal of potential strategic partners and their potential interest in engaging in a strategic combination with Complete. Following this discussion, Complete's board of directors concluded that it was unlikely that another party would propose a business combination on terms more attractive than Superior had proposed. Complete's board of directors, with the assistance of Complete management and Credit Suisse, reviewed and discussed Complete's prospects as a stand alone company relative to Superior's most recent proposal with respect to a business combination. In light of Complete's strong prospects as a standalone company, Complete's board of directors determined that it was appropriate to request greater consideration from Superior. Complete's board of directors instructed Complete's management to inform Superior that its proposed fixed exchange ratio of 0.929 shares of Superior common stock plus \$6.00 cash for each share of Complete common stock did not provide adequate value to Complete's stockholders.

On August 19, 2011, Messrs. Dunlap and Winkler spoke by telephone. Mr. Winkler informed Mr. Dunlap that Complete's board of directors believed that Superior's proposed fixed exchange ratio of 0.929 shares of Superior common stock plus \$6.00 cash for each share of Complete common stock did not provide adequate value to Complete's stockholders.

On August 24, 2011, Messrs. Dunlap and Winkler met in Houston, Texas. In this meeting, Mr. Dunlap indicated that Superior would be willing to alter the proposed consideration to a higher stock component, yet lower the cash component, consisting of a fixed exchange ratio of 0.945 shares of Superior stock plus \$5.50 cash for each share of Complete stock. This exchange ratio would result in Complete stockholders owning approximately 48% of the combined company following the effective time of the business combination. Mr. Winkler indicated he would review further these proposed terms, consult with Complete's board of directors and respond to Mr. Dunlap. The prices of Superior common stock and Complete common stock at the close of trading on August 24, 2011 were \$32.96 and \$27.53, respectively. Based on the price of Complete common stock and Superior common stock at the close of trading on such date, the proposed offer represented an implied premium of 33.1% to Complete stockholders.

On September 2, 2011, Complete's board of directors held a special telephonic meeting at which Complete's board of directors discussed the status of the discussions with Superior regarding the possible business combination, including the current proposed consideration of a fixed exchange ratio of 0.945 shares of Superior common stock plus \$5.50 cash for each share of Complete common stock. Complete's board of directors, with the assistance of Complete management and Credit Suisse, reviewed and discussed Complete's prospects as a stand alone company relative to Superior's most recent proposal with respect to a business combination. In light of Complete's strong prospects as a standalone company, Complete's board of directors determined that it was appropriate to request greater consideration from Superior. Complete's board of directors instructed Mr. Winkler to make a counter-proposal to Superior seeking more cash consideration than contemplated in Superior's most recent proposal.

On September 4, 2011, Messrs. Dunlap and Winkler spoke by telephone and Mr. Winkler made a counter-proposal to Mr. Dunlap of a fixed exchange ratio of 0.945 shares of Superior common stock plus \$8.50 cash for each share of Complete common stock. Mr. Dunlap agreed to review the terms of the counter-proposal, consult with Superior's board of directors, Superior management and Greenhill, and respond to Mr. Winkler. The prices of Superior common stock and Complete common stock at the close of trading on September 2, 2011 were \$33.79 and \$27.64, respectively. Based on these closing prices, the counterproposal represented an implied premium of 46.3% to Complete stockholders.

On September 7, 2011, Superior's board of directors held its regularly scheduled board meeting. Following that meeting, in executive session, Mr. Dunlap updated Superior's board of directors on the status of the discussions with Complete regarding the possible business combination, including the oral counterproposal received from Mr. Winkler of a fixed exchange ratio of 0.945 shares of Superior common stock plus \$8.50 cash for each share of Complete common stock. Following such review and discussion, Superior's board of directors authorized Mr. Dunlap to make a final proposal to Complete.

On September 13, 2011, Messrs. Dunlap and Winkler met in Houston, Texas. Mr. Dunlap indicated to Mr. Winkler that Superior's best and final offer was to raise the proposed consideration to a fixed exchange

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ratio of 0.945 shares of Superior common stock plus \$7.00 cash for each share of Complete common stock. Messrs. Dunlap and Winkler discussed the various reasons and rationale for the current offer by Superior, including the strategic benefits of the proposed business combination. Mr. Winkler again reiterated the counter-proposal made on September 4, 2011, but indicated that he would present this most recent revised proposal from Superior to Complete's board of directors and respond to Mr. Dunlap thereafter. Messrs. Dunlap and Winkler also discussed certain other key provisions of the possible business combination, including the addition of members of Complete's current board of directors to Superior's board of directors following the effectiveness of the proposed business combination. The prices of Superior common stock and Complete common stock at the close of trading on September 13, 2011 were \$35.26 and \$27.18, respectively. Based on these closing prices, the proposed offer represented an implied premium of 48.3% to Complete stockholders.

On September 16, 2011, Complete's board of directors held a special telephonic meeting attended by all the members of Complete's board of directors at which Complete's board of directors discussed the status of the discussions with Superior regarding the possible business combination, including the current proposed consideration of a fixed exchange ratio of 0.945 shares of Superior common stock plus \$7.00 cash for each share of Complete common stock. Also in attendance at the meeting were members of Complete's senior management, representatives of Credit Suisse and representatives of Latham & Watkins. During that meeting Complete's board of directors, with the assistance of Complete management and Credit Suisse, discussed the relative merits of a business combination with Superior as compared to alternative strategies available to Complete, including a strategy of continuing to operate on a stand-alone basis and the possibility of a transaction with other potential strategic partners. Complete's board of directors again concluded that it was unlikely that another party would propose a business combination on terms more attractive to Complete than Superior had proposed. As part of its evaluation of Superior's proposal, Complete's board of directors noted that the Superior offer would provide Complete stockholders with a significant premium to the then current Complete stock price and would also allow Complete stockholders to participate as stockholders of the resultant combined company, which would be better positioned than Complete to compete with large-cap oilfield services companies. Complete's board of directors authorized Mr. Winkler and Complete management to continue discussions with Superior regarding the proposed business combination of Superior and Complete based on Superior's proposed consideration of a fixed exchange ratio of 0.945 shares of Superior common stock plus \$7.00 cash for each share of Complete common stock.

On September 19, 2011, Messrs. Dunlap and Winkler met in Houston, Texas and discussed various matters related to the proposed business combination and the due diligence process.

From September 20, 2011 to September 22, 2011, meetings and due diligence sessions were conducted in Houston, Texas, among senior management of each of Superior and Complete. The management teams of each of Superior and Complete discussed the due diligence processes to be followed by each company and exchanged information regarding each company's structure, operations and processes. From September 20, 2011 until October 9, 2011, the management teams of each of Superior and Complete, with the assistance of their respective legal counsel, conducted due diligence with respect to each other.

On September 22, 2011, at the request of Superior's management, representatives of Jones, Walker, Waechter, Poitevent, Carrère & Denègre L.L.P., legal advisors to Superior and referred to herein as Jones Walker, provided representatives of Latham & Watkins with an initial draft agreement and plan of merger.

Between September 23, 2011 and October 9, 2011, senior management of Superior and Complete, with the assistance of their respective legal advisors, engaged in negotiations regarding the terms of the proposed form of merger agreement. At various times during this period, representatives of Credit Suisse and Greenhill, on behalf of Complete and Superior, respectively, had discussions regarding financial aspects of the proposed business combination of Superior and Complete. In addition, Messrs. Dunlap and Winkler met and telephonically discussed and negotiated

various open items related to the proposed merger agreement throughout this period.

Beginning in early July 2011, senior management of Superior and representatives of JP Morgan met by telephone and in person regarding the general terms of the proposed financing to Superior from JP Morgan in connection with the potential business combination of Superior and Complete.

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On September 29, 2011, Complete's board of directors held a special telephonic meeting at which Complete's board of directors discussed the status of the discussions with Superior regarding the possible business combination. Also in attendance at the meeting were members of Complete's senior management, representatives of Credit Suisse and representatives of Latham & Watkins. At this meeting, members of Complete's senior management provided Complete's board of directors with a report on the due diligence performed by Complete with respect to Superior. In addition, representatives of Latham & Watkins discussed with Complete's board of directors their fiduciary duties in connection with their consideration of the possible business combination and presented a summary of the material issues identified in the initial draft of the merger agreement delivered by representatives of Jones Walker. These material issues included issues related to certainty of closing, including the need for Superior to obtain financing and the vote of its stockholders, the proposed business combination, flexibility of Complete to operate its business in the ordinary course prior to closing and each party's ability to terminate the proposed business combination to pursue alternative proposals. Representatives of Latham & Watkins also discussed with Complete's board of directors that there was no condition to closing related to Superior obtaining financing. At the request of Complete's board of directors, representatives of Credit Suisse reviewed and discussed their preliminary views with respect to certain financial aspects of the proposed business combination of Superior and Complete.

On October 3, 2011, Superior's board of directors held a special board meeting attended by all members of Superior's board of directors, as well as members of management and representatives of Jones Walker and Greenhill. Jones Walker discussed the fiduciary duties of the members of Superior's board of directors in connection with their consideration of the possible business combination with Complete. Superior management reviewed for Superior's board of directors the progress of the negotiations with Complete and an updated summary of the proposed business combination. Representatives of Greenhill provided Superior's board of directors an update on the financial analysis of the proposed business combination of Superior and Complete.

Over the course of six days beginning on October 4, 2011, senior management of Superior, representatives of Jones Walker, representatives of JP Morgan and representatives of Simpson Thacher & Bartlett LLP, legal advisor to JP Morgan, met by telephone regarding the terms and conditions of the financing commitments to Superior from JP Morgan in connection with the potential business combination of Superior and Complete.

On October 7, 2011, Complete's board of directors held a special telephonic meeting attended by all the members of Complete's board of directors at which Complete's board of directors discussed the status of the discussions with Superior regarding the proposed business combination since the September 29, 2011 meeting of Complete's board of directors, including the status of the due diligence with respect to Superior and the current draft of the merger agreement. In attendance at the meeting were members of Complete's senior management, representatives of Credit Suisse and representatives of Latham & Watkins. Members of Complete's senior management provided Complete's board of directors with a summary of the business and operations of Superior as well as a report on the due diligence performed with respect to Superior. Complete management also discussed Complete's performance including the fact that Complete's financial performance for the third quarter of 2011 was likely to be lower than Complete's prior guidance. Representatives of Latham & Watkins reviewed with Complete's board of directors their fiduciary duties in connection with their consideration of the proposed business combination of Superior and Complete. Representatives of Latham & Watkins then presented to the board a summary of the current draft of the merger agreement, highlighting for Complete's board of directors the various provisions impacting certainty of closing the proposed business combination, flexibility of Complete to operate its business in the ordinary course prior to closing and each party's ability to terminate the proposed business combination to pursue alternative proposals. Representatives of Credit Suisse then reviewed and discussed with Complete's board of directors Credit Suisse's updated preliminary financial analyses with respect to Complete and the proposed business combination with Superior. Complete's board of directors then discussed the various benefits of the proposed business combination despite the current stock market volatility and the fact that the business combination provided the best opportunity to enhance Complete's stockholder value compared to Complete's business plan and other strategic alternatives. As part of this discussion, Complete's

board of directors noted that the Superior offer would provide Complete stockholders with a significant premium to the then current Complete stock price and would also allow

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Complete stockholders to participate as stockholders of the resultant combined company, which would be better positioned than Complete to compete with large-cap oilfield services companies.

On October 7, 8 and 9, 2011, Messrs. Dunlap and Winkler met in person and spoke by telephone on numerous occasions to discuss various open issues in the proposed merger agreement and with respect to the proposed business combination. Similarly, representatives of Jones Walker and Latham & Watkins continued to negotiate and revise the proposed merger agreement.

At 6:30 p.m. central time on October 9, 2011, Complete's board of directors held a special telephonic board meeting attended by all members of Complete's board of directors, as well as members of Complete management and representatives of Credit Suisse and Latham & Watkins. At the meeting, Mr. Winkler updated the board on the principal financial and other terms of the transaction and discussed the background of the negotiations. Mr. Winkler also discussed his view of the principal benefits to Complete stockholders of the proposed business combination. Representatives of Latham & Watkins then reviewed with Complete's board of directors the terms and conditions of the final material terms of the merger agreement as agreed to with Superior, a copy and summary of which had been previously provided to the members of Complete's board of directors. A discussion then ensued in which the members of Complete's board of directors inquired about various aspects of the merger agreement. Representatives of Latham & Watkins discussed the terms of Superior's financing and noted that the merger agreement does not contain any financing-related closing condition or ability of Superior to terminate if financing is not obtained. Representatives of Credit Suisse then reviewed and discussed with Complete's board of directors Credit Suisse's financial analyses with respect to Complete and the proposed merger with Superior. Thereafter, at the request of Complete's board of directors, Credit Suisse rendered its oral opinion to Complete's board of directors (which was subsequently confirmed in writing by delivery of Credit Suisse's written opinion dated October 9, 2011) to the effect that the merger consideration to be received by the holders of Complete common stock other than Superior and its affiliates in the merger was fair, from a financial point of view, to such holders of Complete common stock. See Opinion of Complete's Financial Advisor. Following further review and discussion among the members of Complete's board of directors, the Complete board of directors determined that the merger agreement and the transactions contemplated by the merger agreement were advisable, fair to, and in the best interests of Complete stockholders, and all of the Complete directors voted unanimously to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement. The prices of Superior common stock and Complete common stock at the close of trading on October 7, 2011 were \$27.41 and \$20.38, respectively. Based on these closing prices, the proposed offer represented an implied premium of 61.4% to Complete stockholders.

At 7:00 p.m. central time on October 9, 2011, Superior's board of directors held a special board meeting attended by all members of Superior's board of directors, as well as members of management and representatives of Jones Walker and Greenhill. Superior management and the representatives of Jones Walker and Greenhill reviewed for Superior's board of directors a history of the negotiations and an updated summary of the negotiations and provided a description of the final material terms of the merger agreement as agreed to with Complete. In addition, Superior management summarized the results of their due diligence review of Complete, including Complete's recent performance and the reasons why it was not expected to meet street estimates for the third quarter. Representatives of Greenhill reviewed the financial terms of the transaction and its financial analyses with respect to the proposed business combination and delivered its oral opinion, which was subsequently confirmed in writing, to the Superior board of directors that, as of the date of the opinion and based upon and subject to the limitations and assumptions stated in its opinion, the merger consideration proposed to be paid in connection with the merger is fair, from a financial point of view, to Superior. See Opinion of Superior's Financial Advisor. Mr. Dunlap reviewed the final negotiations and discussed integration matters (including Superior's obligation to add two Complete directors to Superior's board after the merger). Superior management also discussed the terms and conditions of the financing commitment received from JP Morgan. Representatives of Jones Walker reviewed with Superior's board of directors the material terms of the merger agreement, a copy and summary of which had been previously provided to the members of Superior's board of

directors, and provided Superior's board of directors with the expected timing of the proposed business combination. After due consideration and further discussion, Superior's board of directors

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unanimously determined that the merger agreement and the transactions contemplated by it are advisable, fair to, and in the best interests of Superior and its stockholders and unanimously approved the merger agreement at a fixed exchange ratio of 0.945 shares of Superior common stock and cash of \$7.00 in exchange for each share of Complete common stock pursuant to the merger agreement. Superior's board of directors unanimously adopted the merger agreement and the transactions contemplated by the merger agreement and approved the issuance of shares of Superior common stock pursuant to the merger agreement.

Later on October 9, 2011, the merger agreement was executed by Superior and Complete.

Before the commencement of trading on the NYSE on the morning of October 10, 2011, senior management of Superior and Complete issued a joint press release announcing, and held a joint conference call regarding, the transaction.

Recommendation of Superior's Board of Directors and Its Reasons for the Merger

By vote at a meeting held on October 9, 2011, Superior's board of directors unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Superior and its stockholders; (ii) approved the merger agreement, the merger and the other transactions contemplated thereby; and (iii) approved the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement and the adoption of an amendment to Superior's certificate of incorporation to increase the authorized number of shares of Superior common stock from 125,000,000 shares to 250,000,000 shares. **Superior's board of directors unanimously recommends that Superior stockholders vote FOR the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement, FOR the proposal to adopt an amendment to Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares, and FOR any proposal to authorize Superior's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Superior common stock to Complete stockholders pursuant to the merger agreement or the proposal to adopt an amendment to Superior's certificate of incorporation to increase the authorized number of shares of Superior common stock from 125,000,000 shares to 250,000,000 shares at the time of the special meeting.**

In deciding to approve the merger agreement and to recommend that Superior stockholders vote to approve the issuance of Superior common stock to Complete stockholders pursuant to the merger agreement and the amendment of Superior's certificate of incorporation to increase the number of authorized shares of Superior common stock from 125,000,000 shares to 250,000,000 shares, Superior's board of directors consulted with Superior's management and legal and financial advisors and considered several factors.

The principal factors that Superior's board of directors viewed as supporting its decision are:

that the combination of Superior and Complete would create the only mid-cap oilfield service company in the United States (a company with market capitalization between \$3 billion and \$10 billion) providing services and equipment to upstream oil and natural gas operators, making the combined company more attractive to large oil and gas producers because of its wider variety of products and services and ability to undertake larger, more expensive projects, which will allow it to better compete with the largest oilfield service companies;

that the merger would enhance the assets, service and product line offerings, cash flows and workforce of Superior and thereby enhance its ability to pursue future business, to expand overseas, to pursue a broader range of potential strategic or acquisition opportunities, and to design and implement technological advances in equipment and operations;

the complementary nature of the respective customer bases, services and skills of Superior and Complete in North America, which is expected to result in substantial opportunities to enhance the capabilities of both companies;

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that the merger would diversify Superior into additional markets and product offerings, including enabling Superior to benefit from shale oil extraction opportunities and to further reduce its reliance on its Gulf of Mexico operations;

the expectation that the combined company will have a strong financial profile, which is expected to enhance its flexibility to pursue business opportunities, to lower its cost of capital and to enhance earnings per share;

the financial analyses reviewed and discussed with Superior's board of directors and the oral opinion of Greenhill delivered to Superior's board of directors on October 9, 2011, which was subsequently confirmed in writing, that, as of the date of the opinion and based upon and subject to the limitations and assumptions stated in its opinion, the merger consideration proposed to be paid in connection with the merger is fair, from a financial point of view, to Superior, as more fully described below under the caption "Opinion of Superior's Financial Advisor";

the expectation that the combined company can achieve savings through consolidating administrative functions and leveraging combined purchasing power; and

the merger's structure, which is expected to constitute a reorganization under section 386(a) of the Code.

Superior's board of directors considered a number of additional factors concerning the merger and Superior's board of directors considered these factors as a whole and without assigning relative weights to each such factor, and overall considered the relevant factors to be favorable to, and in support of, its determinations and recommendations. These factors included:

Superior's knowledge of Complete's business, operations, financial condition and prospects, taking into account the results of Superior's business, legal and financial due diligence review of Complete;

information concerning the financial condition, results of operations, prospects and businesses of Superior and Complete provided by management of the companies, including the respective companies' cash flows from operations, the recent performance of their common stock and the ratio of Superior's common stock price to Complete's common stock price over various periods;

the current and prospective industry and competitive climate in the oilfield service industry, including the potential for further consolidation and competition;

the terms of the merger agreement (including the fixed exchange ratio), the structure of the transaction, including the conditions to each party's obligation to complete the merger, and the ability of Superior's board of directors to terminate the agreement under certain circumstances;

the obligation of Complete under the merger agreement to, under certain circumstances, pay a termination fee of \$70 million to Superior or reimburse some or all of Superior's expenses; and

the anticipated likelihood of Superior and Complete being able to complete the merger, including the ability to obtain the necessary regulatory approvals free of adverse conditions.

Superior's board of directors also considered a variety of risks and other potentially negative factors concerning the merger agreement and the transactions contemplated by it, including the merger. These factors included:

that there are significant risks inherent in combining and integrating the two companies, including that the companies may not be successfully combined or that the expected benefits, if any, from combining the two companies may not be realized, and the successful combination of the companies will require the dedication of significant management resources, which may temporarily detract attention from the day-to-day business of the combined company;

the risk that the demand for oilfield services could be adversely affected by lower commodity prices or other factors outside of Superior's control, including that lower oil prices could substantially diminish demand for Complete's services focused towards unconventional shale resource plays;

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the possibility of losing key employees and skilled workers as a result of the merger;

that Superior's exposure to the North American market would increase significantly, including with respect to unconventional shale resource plays which are more sensitive to changes in commodity prices;

that the merger agreement provides that, in certain circumstances, Superior could be required to pay a termination fee of \$70 million to Complete or reimburse Complete for some or all of its transaction expenses;

that the merger might not be completed as a result of a failure to satisfy the conditions contained in the merger agreement, including failure to obtain the required approvals of the stockholders of Superior and Complete, failure to receive necessary regulatory approvals or clearances such as under the HSR Act or foreign antitrust or competition merger control statutes, or that regulatory agencies could impose terms and conditions that would be adverse to the combined company; and

other matters described under the caption Risk Factors.

This discussion of the information and factors considered by Superior's board of directors in reaching its conclusion and recommendations is not intended to be exhaustive and is not provided in any specific order or ranking. In view of the wide variety of factors considered by Superior's board of directors in evaluating the merger agreement and the transactions contemplated by it, including the merger, and the complexity of these matters, Superior's board of directors did not find it practicable to, and did not attempt to, quantify, rank or otherwise assign relative weight to those factors. In addition, different members of Superior's board of directors may have given different weight to different factors. Superior's board of directors did not reach any specific conclusion with respect to any of the factors considered and instead conducted an overall analysis of such factors and determined that, in the aggregate, the potential benefits considered outweighed the potential risks or possible negative consequences of approving the merger agreement and the issuance of shares of Superior common stock thereunder.

This explanation of the reasoning of Superior's board of directors and all other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading Cautionary Statement Concerning Forward-Looking Statements.

Recommendation of Complete's Board of Directors and Its Reasons for the Merger

By vote at a meeting held on October 9, 2011, Complete's board of directors unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Complete and its stockholders, and (ii) approved the merger agreement, the merger and the other transactions contemplated thereby. **Complete's board of directors unanimously recommends that Complete stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on an advisory basis, the compensation that may become payable to Complete's named executive officers in connection with the merger, and FOR any proposal to authorize Complete's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement at the time of the special meeting.**

In evaluating the merger, Complete's board of directors consulted Complete's management and legal and financial advisors and, in reaching its determination and recommendation, Complete's board of directors considered a number of factors. Complete's board of directors also consulted with outside legal counsel regarding its fiduciary duties, legal due diligence matters and the terms of the merger agreement.

Many of the factors considered favored the conclusion of Complete's board of directors that the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to, and in the best interests of Complete and its stockholders, including the following material factors:

the implied value of the proposed exchange ratio, based on the closing price of Superior common stock on October 7, 2011, represented a 61.4% premium to the closing price of Complete common stock on

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such date and a 64.5% premium to the average implied historical exchange ratio between the shares of common stock of the two companies for the 10 trading day period ended October 7, 2011;

significant continuing equity ownership in the combined company by former Complete stockholders, who are expected to own shares of Superior common stock representing approximately 48.5% of the then-outstanding shares of Superior common stock immediately after the merger and will therefore participate meaningfully in the opportunities for long-term growth of the combined company;

that the combination of Superior and Complete would create the only mid-cap oilfield service company in the United States (a company with market capitalization between \$3 billion and \$10 billion) providing services and equipment to upstream oil and natural gas operators, making the combined company able to provide the requisite scope and scale for increased customer service, increased growth opportunities and a stronger competitive position;

the expectation that the combined company will have a strong financial profile, which is expected to enhance its flexibility to pursue business opportunities, to lower its cost of capital and to enhance earnings per share;

advantages of the merger compared with other growth and acquisition strategies considered by Complete's board of directors, considering the cost and consummation risk associated with acquisitions, the limited number of desirable acquisition targets available to Complete and the execution risk associated with successful integration;

the combined company's ability to offer an integrated suite of products and services to its customers, including in areas in which Complete does not currently operate, and the enhanced capability to design and implement technological advances in equipment and operations;

current macroeconomic financial market conditions and historical market prices, volatility and trading information with respect to Complete common stock and Superior common stock;

the financial analyses reviewed and discussed with Complete's board of directors by representatives of Credit Suisse as well as the oral opinion of Credit Suisse rendered to Complete's board of directors on October 9, 2011 (which was subsequently confirmed in writing by delivery of Credit Suisse's written opinion dated the same date) with respect to the fairness, from a financial point of view, to Complete stockholders other than Superior and its affiliates of the merger consideration to be received by such Complete stockholders in the merger;

the belief of Complete's board of directors that the terms of the merger agreement and the structure of the transaction, including the conditions to each party's obligations to complete the merger, are reasonable;

the expected ability of Complete and Superior to complete the merger, including the required level of commitment by the parties to obtain applicable regulatory approvals;

the ability of Complete's board of directors, subject to certain conditions, to change or withdraw its recommendation regarding the merger proposal if a superior transaction proposal is received from a third party or in response to certain material developments or changes in circumstances;

the provision of the merger agreement that, under certain circumstances, requires payment of a \$70 million termination fee by Superior upon the termination of the merger agreement or the reimbursement of the expenses of Complete by Superior;

the expectation that the merger, due to its structure, will qualify as a reorganization for U.S. federal income tax purposes.

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Complete's board of directors also considered a variety of risks and other potentially negative factors concerning the merger agreement, the merger and the transactions contemplated thereby, including:

the risks inherent in combining and integrating two companies, including that the companies might not be successfully integrated or that the expected benefits from combining the two companies may not be realized;

the possibility that the merger may not be completed, or that completion may be unduly delayed for reasons beyond the control of Complete and Superior;

that the merger might not be completed as a result of a failure to satisfy the conditions contained in the merger agreement, including failure to obtain the required approvals of Superior's and Complete's stockholders, failure to receive necessary regulatory approvals or clearances such as under the HSR Act or foreign antitrust or competition merger control statutes, or that regulatory agencies could impose terms and conditions that would be adverse to the combined company;

the potential effect of public announcement of the merger on Complete's revenues, operating results, the price of its common stock and its ability to attract and retain customers and key employees;

the risk that Complete stockholders could be adversely affected by a decrease in the trading price of Superior common stock before the closing of the merger because the stock exchange ratio under the merger agreement provides for a fixed number of shares of Superior common stock;

the limitations imposed in the merger agreement on the solicitation, negotiation or consideration by Complete of alternative transactions with third parties;

provisions of the merger agreement that, in certain circumstances, requires payment of a \$70 million termination fee by Complete or the reimbursement of the expenses of Superior by Complete and the potential of these provisions to discourage other parties from proposing an alternative transaction with Complete;

the interests that certain directors and executive officers of Complete may have with respect to the merger in addition to their interests as stockholders of Complete generally, as described in Interests of Complete's Directors and Executive Officers in the Merger; and

the other matters described under the caption Risk Factors.

This discussion of the information and factors considered by Complete's board of directors in reaching its conclusion and recommendations includes all of the material factors considered by the board but is not intended to be exhaustive and is not provided in any specific order or ranking. In view of the wide variety of factors considered by Complete's board of directors in evaluating the merger agreement, the merger and the transactions contemplated thereby, and the complexity of these matters, Complete's board of directors did not find it practicable to, and did not attempt to, quantify, rank or otherwise assign relative weight to those factors. In addition, different members of Complete's board of directors may have given different weight to different factors. Complete's board of directors did not reach any specific conclusion with respect to any of the factors considered and instead conducted an overall analysis of such factors and determined that, in the aggregate, the potential benefits considered outweighed the potential risks or possible negative consequences of approving the merger agreement, the merger and the transactions contemplated thereby.

The explanation of the reasoning of Complete's board of directors and all other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading Cautionary Statement Concerning Forward-Looking Statements.

Opinion of Superior's Financial Advisor

General

Greenhill has acted as financial advisor to the Superior board of directors in connection with the merger. On October 9, 2011, Greenhill delivered its oral opinion, subsequently confirmed in writing, to the Superior

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board of directors that, as of the date of the opinion and based upon and subject to the limitations and assumptions stated in its opinion, the merger consideration proposed to be paid in connection with the merger is fair, from a financial point of view, to Superior.

The full text of Greenhill's written opinion dated October 9, 2011, which contains the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference. The summary of Greenhill's opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. You are urged to read the opinion in its entirety.

In arriving at its opinion, Greenhill, among other things, has:

reviewed the draft of the merger agreement presented to the Superior board of directors at its meeting on October 9, 2011 and certain related documents;

reviewed certain publicly-available financial statements of Superior and Complete;

reviewed certain other publicly-available business and financial information relating to Superior and Complete that Greenhill deemed relevant;

reviewed certain publicly-available financial forecasts prepared by research analysts concerning Superior and Complete, referred to as Wall Street Consensus forecasts;

reviewed certain information and other data, including financial forecasts for 2011 and 2012, estimates and other financial and operating data concerning Superior and Complete, prepared by the management of Superior and Complete, respectively;

reviewed financial forecasts for the remainder of 2011 and calendar years 2012 through 2016 for both Superior and Complete that management of Superior furnished to Greenhill for purposes of its discounted cash flow analyses;

discussed the past and present operations and financial condition and the prospects of Superior with senior executives of Superior;

discussed the past and present operations and financial condition and the prospects of Complete with senior executives of Complete;

compared the value of the proposed merger consideration with the value paid in certain publicly-available transactions that Greenhill deemed relevant;

compared the value of the proposed merger consideration to the valuation derived by discounting future cash flows and a terminal value of Superior and Complete at discount rates Greenhill deemed appropriate;

compared the value of the proposed merger consideration with the relative contribution of Superior and Complete to the pro forma combined company based on a number of financial metrics that Greenhill deemed relevant;

compared the value of the proposed merger consideration with the trading valuations of certain publicly traded companies that Greenhill deemed relevant and with research analyst stock price targets for Complete;

reviewed the historical market prices and trading activity for Complete's common stock and analyzed its implied valuation multiples;

participated in discussions and negotiations among representatives of Superior and its legal advisors and representatives of Complete and its legal and financial advisors; and

performed such other analyses and considered such other factors as Greenhill deemed appropriate.

Greenhill's written opinion was addressed to the Superior board of directors. It was not a recommendation to the Superior board of directors as to whether it should approve the merger or the merger agreement, nor does it constitute a recommendation as to how any stockholder of Superior should vote at the Superior special meeting. Greenhill was not requested to opine as to, and its opinion does not in any manner address, the relative merits of the merger as compared to other business strategies or transactions that might have been available to Superior or Superior's underlying business decision to proceed with or effect the

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merger. Greenhill has not expressed any opinion as to any aspect of the transactions contemplated by the merger agreement other than the fairness, from a financial point of view, of the proposed merger consideration to Superior. Greenhill's opinion did not address in any manner the price at which shares of Superior's common stock will trade at any future time. Greenhill's opinion did not address the amount or nature of any compensation to any officers, directors or employees of Superior or Complete, or any class of such persons relative to the proposed merger consideration with respect to the fairness of any such compensation.

In conducting its review and analysis and rendering its opinion, Greenhill assumed and relied upon, without independent verification, the accuracy and completeness of the information publicly-available, supplied or otherwise made available to it by representatives and management of Superior and Complete for the purposes of its opinion and further relied upon the assurances of representatives and management of Superior and Complete, as applicable, that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the financial forecasts and projections and other data that have been furnished or otherwise provided to it, Greenhill assumed that such forecasts, projections and other data were reasonably prepared on a basis reflecting the best currently available estimates and good faith judgments of the management of Superior and Complete, as applicable, as to those matters, and it relied upon such forecasts, projections and other data in arriving at its opinion. Greenhill did not express an opinion with respect to such forecasts, projections and other data or the assumptions on which they are based.

Superior and Complete did not endorse the Wall Street Consensus forecasts or any other publicly-available forecasts relating to Superior's and Complete's business and financial prospects. Greenhill did, however, participate in discussions with management of Superior and Complete regarding its future business and financial prospects, including those for the 2011 and 2012 calendar years in which Superior's and Complete's management responded to questions Greenhill posed and commented on the future business and financial prospects of Superior and Complete. Based on these discussions with Superior's and Complete's management teams and other financial due diligence, Greenhill concluded that Superior's and Complete's internal financial forecasts for 2011 and 2012 did not deviate materially from Wall Street Consensus forecasts for those same years. On the basis of the foregoing and after conferring with the management of Superior, Greenhill assumed that the Wall Street Consensus forecasts were a reasonable basis upon which to evaluate the business and prospects of Superior and Complete, and Greenhill primarily used Wall Street Consensus forecasts for purposes of its analyses and opinion.

Greenhill did not make any independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of Superior or Complete, nor was Greenhill furnished with any such evaluations or appraisals. Greenhill assumed that the merger will be consummated in accordance with the terms set forth in the final, executed merger agreement, which Greenhill further assumed conformed in all material respects to the latest draft thereof that Greenhill reviewed, and without any waiver or amendment of any material terms or conditions set forth in the merger agreement. Greenhill further assumed that all material governmental, regulatory and other consents and approvals necessary for the consummation of the merger will be obtained without any effect on Superior, Complete, the merger or the contemplated benefits of the merger meaningful to its analyses.

In connection with its engagement, Greenhill reviewed certain information regarding potential cost efficiencies, or synergies, expected to result from the merger, but did not take into account such data in connection with performing the financial and comparative analyses described below.

Greenhill's opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to it as of, the date of its opinion. It should be understood that subsequent developments may affect Greenhill's opinion, and Greenhill does not have any obligation to update, revise, or reaffirm its opinion.

The following is a summary of the material financial and comparative analyses provided by Greenhill to the Superior board of directors in connection with rendering its opinion described above. The summary set forth below does not purport to be a complete description of the analyses performed by Greenhill, nor does the order of analyses described represent relative importance or weight given to those analyses by Greenhill. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be

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read together with the full text of each summary and are not alone a complete description of Greenhill's analyses. The proposed merger consideration is a mixture of \$7.00 in cash and 0.945 shares of Superior common stock per share of Complete common stock. In the analysis below, Greenhill refers to such \$7.00 in cash and 0.945 shares of Superior common stock per share of Complete common stock as the proposed merger consideration. Additionally, in performing several of the analyses, Greenhill refers to the Proposed Adjusted Exchange Ratio. The Proposed Adjusted Exchange Ratio is defined as the implied value of the proposed merger consideration, accounting for both the cash and stock components of the proposed merger consideration, divided by Superior's closing stock price per share. Based on Superior's closing stock price of \$27.41 per share as reported on the NYSE on October 7, 2011 (the last trading day prior to delivery of Greenhill's written opinion), the implied value of the proposed merger consideration is calculated to be \$32.90 per Complete share (0.945 x \$27.41 + \$7.00) and the Proposed Adjusted Exchange Ratio is calculated to be 1.200x (\$32.90/\$27.41). In the analysis below, Implied Adjusted Exchange Ratio means an exchange ratio derived by dividing the stock price of Complete implied by the various analyses outlined below by Superior's stock price implied by the same analyses as of or for a period ending on the close of business on October 7, 2011 and EBITDA refers to earnings before interest, taxes, depreciation and amortization.

Comparable Transaction Analysis

Greenhill performed an analysis of precedent business combinations since January 1, 2006, involving target companies in the oilfield services industry that in Greenhill's judgment were relevant for its analysis, with a transaction value (TV) of \$500 million or greater. Although Greenhill analyzed the multiples implied by the selected transactions, none of these transactions or associated companies is identical to the merger or to Superior and Complete.

The following table identifies the 12 transactions reviewed by Greenhill in this analysis:

Announcement Date	Acquiror	Target
9/12/2011	Technip	Global Industries
7/5/2011	National Oilwell Varco	Ameron International
8/12/2010	Seawell	Allis-Chalmers Energy
8/9/2010	Nabors Industries	Superior Well Services
2/21/2010	Schlumberger	Smith International
8/30/2009	Baker Hughes	BJ Services
6/1/2009	Cameron	NATCO Group
6/3/2008	Smith International	W-H Energy Services
2/22/2008	First Reserve	CHC Helicopter
12/17/2007	National Oilwell Varco	Grant Prideco
2/12/2007	Tenaris	Hydril
9/5/2006	Compagnie Generale de Geophysique	Veritas

For these transactions, Greenhill observed that the average, median, minimum and maximum multiples for each of the pertinent financial metrics were as follows:

TV/LTM EBITDA	TV/FY + 1 EBITDA	Equity Value/LTM Earnings	Equity Value/FY + 1 Earnings
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Mean	10.9x	9.0x	20.1x	22.3x
Median	11.9x	8.9x	21.1x	22.4x
Minimum	6.9x	5.7x	14.3x	12.8x
Maximum	14.0x	13.0x	25.0x	32.2x

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Following these analyses and consistent with the concept of comparing the stand-alone valuation of Complete relative to the proposed merger consideration, Greenhill applied certain comparable transaction financial multiples to Complete's Wall Street Consensus estimates for the last 12-month period (LTM) ending June 30, 2011, next 12-month period (NTM) beginning June 30, 2011, and 2012 calendar year for Complete's EBITDA and earnings per share (EPS). A summary of this analysis is set forth below.

	Complete	Multiple Range	Enterprise Value Range (\$BN)	Equity Value Range (\$BN)	Complete Implied Value per Share
LTM EBITDA	\$ 509MM	7.0x - 8.0x	\$ 3.6 - \$4.1	\$ 3.1 - \$3.6	\$ 38.24 - \$44.56
NTM EBITDA	\$ 739MM	6.0x - 7.0x	\$ 4.4 - \$5.2	\$ 4.0 - \$4.7	\$ 49.10 - \$58.27
2012 EBITDA	\$ 823MM	6.0x - 7.0x	\$ 4.9 - \$5.8	\$ 4.5 - \$5.3	\$ 55.31 - \$65.52
LTM EPS	\$ 2.10	14.0x - 17.0x	\$ 2.8 - \$3.4	\$ 2.4 - \$2.9	\$ 29.40 - \$35.70
NTM EPS	\$ 3.67	13.0x - 16.0x	\$ 4.3 - \$5.2	\$ 3.8 - \$4.7	\$ 47.71 - \$58.72
2012 EPS	\$ 4.13	13.0x - 16.0x	\$ 4.8 - \$5.8	\$ 4.3 - \$5.3	\$ 53.69 - \$66.08

Based on the average of these 6 analyses, Greenhill derived an implied valuation range for Complete common shares of \$45.58 to \$54.81 per share and an Implied Adjusted Exchange Ratio of 1.663x to 2.000x based on the \$27.41 per share closing price of Superior on October 7, 2011. This range for the Implied Adjusted Exchange Ratio implies a 38.5% premium to 66.6% premium to the Proposed Adjusted Exchange Ratio of 1.200x.

Premiums Paid Analyses

Oilfield Services Transactions. Greenhill performed an analysis of the premiums paid in precedent business combinations since January 1, 2006, involving target companies in the oilfield services industry that in Greenhill's judgment were relevant for its analysis, with a value of \$500 million or greater. Although Greenhill analyzed the premiums implied by the selected transactions, none of these transactions or associated companies is identical to the merger or to Superior and Complete.

Using publicly-available information at the time of the announcement of the relevant transaction, including company filings and third-party transaction databases, Greenhill reviewed the consideration paid in the transactions and analyzed the premium of each such transaction over the trading price on the last trading day and the average trading price over the one calendar week and one calendar month before the announcement of the applicable transaction.

The following table identifies the 12 oilfield services transactions reviewed by Greenhill in this analysis:

Announcement Date	Acquiror	Target	1-Day Premium	1-Week Premium	1-Month Premium
9/12/2011	Technip	Global Industries	55%	62%	94%
7/5/2011	National Oilwell Varco	Ameron International	28%	29%	33%
8/12/2010	Seawell	Allis-Chalmers	85%	77%	70%
8/9/2010	Nabors Industries	Superior Well Services	21%	17%	21%
2/21/2010	Schlumberger	Smith International	37%	40%	47%
8/30/2009	Baker Hughes	BJ Services	16%	16%	23%

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6/1/2009	Cameron	NATCO Group	24%	38%	43%
6/3/2008	Smith International	W-H Energy Services	9%	10%	15%
2/22/2008	First Reserve	CHC Helicopter	47%	47%	47%
12/17/2007	National Oilwell Varco	Grant Prideco	22%	19%	21%
2/12/2007	Tenaris	Hydril	17%	15%	28%
9/5/2006	Compagnie Generale de Geophysique	Veritas	21%	28%	