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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**Civeo Corporation**

(Exact name of registrant as specified in charter)

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**British Columbia, Canada**  
(State or other jurisdiction of  
incorporation or organization)

**98-1253716**  
(I.R.S. Employer  
Identification Number)

**Three Allen Center**  
**333 Clay Street, Suite 4980**  
**Houston, Texas 77002**  
**(713) 510-2400**

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

**Amended and Restated 2014 Equity Participation Plan of Civeo Corporation**  
(Full title of the plan)

**Bradley J. Dodson**  
**President and Chief Executive Officer**  
**333 Clay Street, Suite 4980**  
**Houston, Texas 77002**  
**(713) 510-2400**

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

*With a copy to:*

**Tull R. Florey**  
**Baker Botts L.L.P.**  
**910 Louisiana Street**  
**Houston, Texas 77002-4995**  
**(713) 229-1379**

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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.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

<b>Title of each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common shares, no par value	10,000,000	\$1.815	\$18,150,000	\$1,827.71

- (1) Includes common shares to be issued pursuant to the Amended and Restated 2014 Equity Participation Plan of Civeo Corporation (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall also be deemed to register and cover any additional common shares of Civeo Corporation which may be issued under the Plan as the result of any share dividend, share split, reverse share split, extraordinary cash dividend resulting from a nonrecurring event that is not a payment of normal corporate earnings, combination, reclassification or similar change in the capital structure of Civeo Corporation without receipt of consideration.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low sales prices of the common shares on May 9, 2016, as quoted on the New York Stock Exchange.

## REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Civeo Corporation (the “Company”) pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 10,000,000 common shares, no par value, pursuant to its Amended and Restated 2014 Equity Participation Plan (the “Plan”). The board of directors of the Company recommended for approval and, on May 12, 2016, the shareholders of the Company approved an amendment and restatement of the Plan that increased the number of shares available for issuance under the Plan from 4,000,000 to 14,000,000. The contents of the Registration Statement on Form S-8 of the Company filed on May 27, 2014 (No. 333-196292), as amended by Post-Effective Amendment No. 1 to such Registration Statement filed on July 17, 2015, relating to the Plan are incorporated by reference into this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

See Exhibit Index.

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/s/ Constance B. Moore  
Constance B. Moore

Director

/s/ Richard A. Navarre  
Richard A. Navarre

Director

/s/ Charles Szalkowski  
Charles Szalkowski

Director

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## EXHIBIT INDEX

<b>Number</b>	<b>Exhibit</b>
4.1*	- Notice of Articles of Civeo Corporation (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K12B (File No. 001-36246) filed on July 17, 2015).
4.2*	- Amended and Restated Articles of Civeo Corporation (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-36246) filed on May 13, 2016).
4.3*	- Amended and Restated 2014 Equity Participation Plan of Civeo Corporation (incorporated herein by reference to Annex B of Civeo Corporation's definitive proxy statement on Schedule 14A (File No. 001-36246) filed on April 11, 2016).
5.1	- Opinion of Dentons Canada LLP.
23.1	- Consent of Ernst & Young LLP.
23.2	- Consent of Dentons Canada LLP (included in Exhibit 5.1).
24.1	- Powers of Attorney (included on the signature page herein).

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\* Incorporated herein by reference as indicated.

May 16, 2016

File No.: 134016-69

Civeo Corporation  
Three Allen Center  
333 Clay Street, Suite 4980  
Houston, Texas  
77002

Ladies and Gentlemen:

**Re: Civeo Corporation - Registration Statement on Form S-8**

As set forth in the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed on the date hereof by Civeo Corporation, a company governed by the *Business Corporations Act* (British Columbia) (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") under the *Securities Act of 1933*, as amended (the "**Act**"), relating to 10,000,000 common shares without par value of the Company (the "**Shares**") issuable pursuant to the 2014 Equity Participation Plan of Civeo Corporation, as amended and restated (the "**Incentive Plan**"), certain legal matters with respect to the Shares are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your Canadian counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the draft Registration Statement; the Notice of Articles and Articles of the Company, each as amended to date; the Incentive Plan; corporate records of the Company, including minute books of the Company, as furnished to us by the Company; certificates of public officials and of representatives of the Company; statutes; and other instruments and documents as a basis for the opinions hereinafter expressed.

In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. In giving the opinions below, we have assumed the signatures on all documents examined by us are genuine, the legal capacity at all relevant times of all natural persons signing such documents, all documents submitted to us as originals are accurate and complete, all documents submitted to us as copies are true and correct copies of the originals thereof and all information submitted to us was accurate and complete.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, when issued by the Company pursuant to the provisions of the Incentive Plan following due authorization of a particular award thereunder by the Board of Directors of the Company or a duly constituted and acting committee thereof (the "**Board**") as provided in and in accordance with the Incentive Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company, and upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Incentive Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board as provided therein, and, in the case of options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and non-assessable.

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We are qualified to practice law in the Province of British Columbia and this opinion is rendered solely with respect to the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

The opinions expressed herein are given as at the date hereof and are based upon laws in effect and facts in existence as at the date hereof. We express no opinion as to the effect of future laws or judicial or regulatory decisions on the subject matter hereof, and we specifically disclaim any obligation and make no undertaking to advise any person of any change in law or fact that may come to our attention after the date hereof.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Yours truly,

/s/ **Dentons Canada LLP**



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Amended and Restated 2014 Equity Participation Plan of Civeo Corporation, of our reports dated February 26, 2016 with respect to the consolidated financial statements of Civeo Corporation and subsidiaries and the effectiveness of internal control over financial reporting of Civeo Corporation and subsidiaries, included in its Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas  
May 16, 2016