UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

☒
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-4221

HELMERICH & PAYNE, INC.

(Exact name of registrant as specified in its charter)

Delaware	**73-0679879**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1437 South Boulder Avenue, Suite 1400 , Tulsa , Oklahoma 74119

(Address of principal executive offices) (Zip Code)

(918) 742-5531

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year,

if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock ($0.10 par value)	HP	New York Stock Exchange

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

CLASS	OUTSTANDING AT April 18, 2024
Common Stock, $0.10 par value	98,724,737

HELMERICH & PAYNE, INC.
INDEX TO FORM 10-Q

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HELMERICH & PAYNE, INC.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands except share data)		March 31, 2024		September 30, 2023
ASSETS				
Current Assets:				
Cash and cash equivalents	$	193,636	$	257,174
Restricted cash		68,547		59,064
Short-term investments		83,390		93,600
Accounts receivable, net of allowance of $ 2,769 and $ 2,688 , respectively		431,681		404,188
Inventories of materials and supplies, net		107,210		94,227
Prepaid expenses and other, net		64,316		97,727
Assets held-for-sale		—		645
Total current assets		948,780		1,006,625
Investments		274,446		264,947
Property, plant and equipment, net		2,993,825		2,921,695
Other Noncurrent Assets:				
Goodwill		45,653		45,653
Intangible assets, net		57,360		60,575
Operating lease right-of-use assets		59,730		50,400
Other assets, net		45,054		32,061
Total other noncurrent assets		207,797		188,689
Total assets	$	4,424,848	$	4,381,956
LIABILITIES & SHAREHOLDERS' EQUITY				
Current Liabilities:				
Accounts payable	$	158,296	$	130,852
Dividends payable		42,047		25,194
Accrued liabilities		238,494		262,885
Total current liabilities		438,837		418,931
Noncurrent Liabilities:				
Long-term debt, net		545,441		545,144
Deferred income taxes		502,088		517,809
Other		135,408		128,129
Total noncurrent liabilities		1,182,937		1,191,082
Commitments and Contingencies (Note 11)				
Shareholders' Equity:				
Common stock, $ 0.10 par value, 160,000,000 shares authorized, 112,222,865 shares issued as of March 31, 2024 and September 30, 2023, and 98,752,018 and 99,426,526 shares outstanding as of March 31, 2024 and September 30, 2023, respectively		11,222		11,222
Preferred stock, no par value, 1,000,000 shares authorized, no shares issued		—		—
Additional paid-in capital		502,586		525,369
Retained earnings		2,786,495		2,707,715
Accumulated other comprehensive loss		(7,713)		(7,981)
Treasury stock, at cost, 13,470,847 shares and 12,796,339 shares as of March 31, 2024 and September 30, 2023, respectively		(489,516)		(464,382)
Total shareholders' equity		2,803,074		2,771,943
Total liabilities and shareholders' equity	$	4,424,848	$	4,381,956

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HELMERICH & PAYNE, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Six Months Ended March 31, 2024	Six Months Ended March 31, 2023
OPERATING REVENUES				
Drilling services	$ 685,131	$ 766,682	$ 1,359,696	$ 1,483,852
Other	2,812	2,540	5,394	5,007
	687,943	769,222	1,365,090	1,488,859
OPERATING COSTS AND EXPENSES				
Drilling services operating expenses, excluding depreciation and amortization	401,851	449,110	805,154	877,361
Other operating expenses	1,026	1,188	2,163	2,314
Depreciation and amortization	104,545	96,255	198,536	192,910
Research and development	12,942	8,702	21,550	15,635
Selling, general and administrative	62,037	52,855	118,614	101,310
Asset impairment charges	—	—	—	12,097
Gain on reimbursement of drilling equipment	(7,461)	(11,574)	(14,955)	(27,298)
Other (gain) loss on sale of assets	2,431	(2,519)	(12)	(4,898)
	577,371	594,017	1,131,050	1,169,431
OPERATING INCOME	**110,572**	**175,205**	**234,040**	**319,428**
Other income (expense)				
Interest and dividend income	6,567	5,055	17,301	9,760
Interest expense	(4,261)	(4,239)	(8,633)	(8,594)
Gain (loss) on investment securities	3,747	39,752	(287)	24,661
Other	400	(604)	(143)	(546)
	6,453	39,964	8,238	25,281
Income before income taxes	117,025	215,169	242,278	344,709
Income tax expense	32,194	51,129	62,274	83,524
NET INCOME	**$ 84,831**	**$ 164,040**	**$ 180,004**	**$ 261,185**
Basic earnings per common share	$ 0.85	$ 1.55	$ 1.79	$ 2.46
Diluted earnings per common share:	$ 0.84	$ 1.55	$ 1.79	$ 2.46
Weighted average shares outstanding:				
Basic	98,774	103,968	98,960	104,615
Diluted	99,046	104,363	99,216	105,003

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HELMERICH & PAYNE, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended March 31,		Six Months Ended March 31,	
(in thousands)	2024	2023	2024	2023
Net income	$ 84,831	$ 164,040	$ 180,004	$ 261,185
Other comprehensive income, net of income taxes:				
Net change related to employee benefit plans, net of income taxes of $(39.5) thousand and $(79.0) thousand for the three and six months ended March 31, 2024, respectively, and $(75.0) thousand and $(150.1) thousand for the three and six months ended March 31, 2023, respectively	134	256	268	512
Other comprehensive income	134	256	268	512
Comprehensive income	$ 84,965	$ 164,296	$ 180,272	$ 261,697

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HELMERICH & PAYNE, INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Three and Six Months Ended March 31, 2024							
	Common Stock					Treasury Stock		
(in thousands, except per share amounts)	Shares	Amount	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Shares	Amount	Total
Balance at September 30, 2023	112,222	$ 11,222	$ 525,369	$ 2,707,715	$ (7,981)	12,796	$ (464,382)	$ 2,771,943
Comprehensive income:								
Net income	—	—	—	95,173	—	—	—	95,173
Other comprehensive income	—	—	—	—	134	—	—	134
Dividends declared ($ 0.25 base per share, $ 0.34 supplemental per share)	—	—	—	(59,094)	—	—	—	(59,094)
Vesting of restricted stock awards, net of shares withheld for employee taxes	—	—	(26,661)	—	—	(495)	17,841	(8,820)
Stock-based compensation	—	—	7,672	—	—	—	—	7,672
Share repurchases	—	—	—	—	—	1,298	(47,654)	(47,654)
Other	—	—	292	—	—	—	—	292
Balance at December 31, 2023	112,222	$ 11,222	$ 506,672	$ 2,743,794	$ (7,847)	13,599	$ (494,195)	$ 2,759,646
Comprehensive income:								
Net income	—	—	—	84,831	—	—	—	84,831
Other comprehensive income	—	—	—	—	134	—	—	134
Dividends declared ($ 0.25 base per share, $ 0.17 supplemental per share)	—	—	—	(42,130)	—	—	—	(42,130)
Vesting of restricted stock awards, net of shares withheld for employee taxes	—	—	(12,012)	—	—	(230)	8,656	(3,356)
Stock-based compensation	—	—	8,429	—	—	—	—	8,429
Share repurchases	—	—	—	—	—	102	(3,977)	(3,977)
Other	—	—	(503)	—	—	—	—	(503)
Balance at March 31, 2024	112,222	$ 11,222	$ 502,586	$ 2,786,495	$ (7,713)	13,471	$ (489,516)	$ 2,803,074

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

(in thousands, except per share amounts)	Three and Six Months Ended March 31, 2023							
	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total
	Shares	Amount				Shares	Amount	
Balance at September 30, 2022	112,222	$ 11,222	$ 528,278	$ 2,473,572	$ (12,072)	6,929	$ (235,528)	$ 2,765,472
Comprehensive income:								
Net income	—	—	—	97,145	—	—	—	97,145
Other comprehensive income	—	—	—	—	256	—	—	256
Dividends declared ($ 0.25 base per share, $ 0.47 supplemental per share)	—	—	—	(76,611)	—	—	—	(76,611)
Vesting of restricted stock awards, net of shares withheld for employee taxes	—	—	(22,776)	—	—	(449)	13,293	(9,483)
Stock-based compensation	—	—	8,273	—	—	—	—	8,273
Share repurchases	—	—	—	—	—	844	(39,060)	(39,060)
Other	—	—	(847)	—	—	—	—	(847)
Balance at December 31, 2022	112,222	$ 11,222	$ 512,928	$ 2,494,106	$ (11,816)	7,324	$ (261,295)	$ 2,745,145
Comprehensive income:								
Net income	—	—	—	164,040	—	—	—	164,040
Other comprehensive income	—	—	—	—	256	—	—	256
Dividends declared ($ 0.25 base per share, $ 0.235 supplemental per share)	—	—	—	(50,046)	—	—	—	(50,046)
Vesting of restricted stock awards, net of shares withheld for employee taxes		—	(11,769)	—	—	(229)	6,842	(4,927)
Stock-based compensation	—	—	7,431	—	—	—	—	7,431
Share repurchases	—	—	—	—	—	2,543	(106,708)	(106,708)
Other	—	—	615	—		—	—	615
Balance at March 31, 2023	112,222	$ 11,222	$ 509,205	$ 2,608,100	$ (11,560)	9,638	$ (361,161)	$ 2,755,806

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HELMERICH & PAYNE, INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended March 31,	
(in thousands)	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 180,004	$ 261,185
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	198,536	192,910
Asset impairment charges	—	12,097
Provision for credit loss	90	3,222
Stock-based compensation	16,101	15,704
(Gain) loss on investment securities	287	(24,661)
Gain on reimbursement of drilling equipment	(14,955)	(27,298)
Other gain on sale of assets	(12)	(4,898)
Deferred income tax expense (benefit)	(15,933)	3,165
Other	1,630	1,780
Change in assets and liabilities		
Accounts receivable	(23,060)	(70,680)
Inventories of materials and supplies	(13,796)	(12,116)
Prepaid expenses and other	2,862	(16,387)
Other noncurrent assets	(9,369)	(1,060)
Accounts payable	17,505	33,610
Accrued liabilities	(15,851)	(42,614)
Deferred income tax liability	133	(711)
Other noncurrent liabilities	(5,655)	3,006
Net cash provided by operating activities	318,517	326,254
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(254,711)	(181,479)
Purchase of short-term investments	(74,749)	(64,418)
Purchase of long-term investments	(8,013)	(18,771)
Proceeds from sale of short-term investments	87,122	97,744
Insurance proceeds from involuntary conversion	4,980	—
Proceeds from asset sales	20,898	47,718
Net cash used in investing activities	(224,473)	(119,206)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends paid	(84,371)	(102,941)
Payments for employee taxes on net settlement of equity awards	(12,176)	(14,410)
Share repurchases	(51,302)	(145,013)
Other	(250)	(790)
Net cash used in financing activities	(148,099)	(263,154)
Net decrease in cash and cash equivalents and restricted cash	(54,055)	(56,106)
Cash and cash equivalents and restricted cash, beginning of period	316,238	269,009
Cash and cash equivalents and restricted cash, end of period	$ 262,183	$ 212,903
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid/(received) during the period:		
Interest paid	$ 8,047	$ 8,919
Income tax paid	81,294	118,090
Income tax received	—	(25,687)
Cash paid for amounts included in the measurement of lease liabilities:		
Payments for operating leases	6,714	5,970
Non-cash operating and investing activities:		
Change in accounts payable and accrued liabilities related to purchases of property, plant and equipment	(15,716)	601

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HELMERICH & PAYNE, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 NATURE OF OPERATIONS

Helmerich & Payne, Inc. (“H&P,” which, together with its subsidiaries, is identified as the “Company,” “we,” “us,” or “our,” except where stated or the context requires otherwise) through its operating subsidiaries provides performance-driven drilling solutions and technologies that are intended to make hydrocarbon recovery safer and more economical for oil and gas exploration and production companies.

Our drilling services operations are organized into the following reportable operating business segments: North America Solutions, Offshore Gulf of Mexico and International Solutions. Our real estate operations, our incubator program for new research and development projects and our wholly-owned captive insurance companies are included in "Other." Refer to Note 12—Business Segments and Geographic Information for further details on our reportable segments.

Our North America Solutions operations are primarily located in Texas, but also traditionally operate in other states, depending on demand. Such states include: Colorado, Louisiana, New Mexico, North Dakota, Ohio, Oklahoma, Pennsylvania, Utah, West Virginia, and Wyoming. Additionally, Offshore Gulf of Mexico operations are conducted in Louisiana and in U.S. federal waters in the Gulf of Mexico and our International Solutions operations have rigs and/or services primarily located in five international locations: Argentina, Australia, Bahrain, Colombia, and the United Arab Emirates.

We also own and operate a limited number of commercial real estate properties located in Tulsa, Oklahoma. Our real estate investments include a shopping center and undeveloped real estate.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, RELATED RISKS AND UNCERTAINTIES

Interim Financial Information

The accompanying Unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) and applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) pertaining to interim financial information. Accordingly, these interim financial statements do not include all information or footnote disclosures required by U.S. GAAP for complete financial statements and, therefore, should be read in conjunction with the Consolidated Financial Statements and notes thereto in our 2023 Annual Report on Form 10-K and other current filings with the SEC. In the opinion of management, all adjustments, consisting of those of a normal recurring nature, necessary to present fairly the results of the periods presented have been included. The results of operations for the interim periods presented may not necessarily be indicative of the results to be expected for the full year.

Income from discontinued operations was presented as a separate line item on our Unaudited Condensed Consolidated Statements of Operations during the three and six months ended March 31, 2023. To conform with the current fiscal year presentation, we reclassified amounts previously presented in Income from discontinued operations, which were not material, to Other within Other income (expense) on our Unaudited Condensed Consolidated Statements of Operations for the three and six months ended March 31, 2023.

Principles of Consolidation

The Unaudited Condensed Consolidated Financial Statements include the accounts of H&P and its domestic and foreign subsidiaries. Consolidation of a subsidiary begins when the Company gains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income, expenses and other comprehensive income or loss of a subsidiary acquired or disposed of during the fiscal year are included in the Unaudited Condensed Consolidated Statements of Operations and Unaudited Condensed Consolidated Statements of Comprehensive Income from the date the Company gains control until the date when the Company ceases to control the subsidiary. All intercompany accounts and transactions have been eliminated upon consolidation.

Cash, Cash Equivalents, and Restricted Cash

Cash and cash equivalents include cash on hand, demand deposits with banks and all highly liquid investments with original maturities of three months or less. Our cash, cash equivalents and short-term investments are subject to potential credit risk, and certain of our cash accounts carry balances greater than the federally insured limits.

We recorded restricted cash of$ 68.5 million and $ 53.2 million at March 31, 2024 and 2023, respectively, and $ 59.1 million and $ 36.9 million at September 30, 2023 and 2022, respectively. All restricted cash at March 31, 2024 represents an amount management has elected to restrict for the purpose of potential insurance claims in our wholly-owned captive insurance companies. Of the total at September 30, 2023, $ 0.7 million is related to the acquisition of drilling technology companies, and $ 58.4 million represents an amount management has elected to restrict for the purpose of potential insurance claims in our wholly-owned captive insurance companies. The restricted amounts are primarily invested in short-term money market securities.

Cash, cash equivalents, and restricted cash are reflected on the Unaudited Condensed Consolidated Balance Sheets as follows:

	March 31,		September 30,	
(in thousands)	2024	2023	2023	2022
Cash and cash equivalents	$ 193,636	$ 159,672	$ 257,174	$ 232,131
Restricted cash	68,547	53,231	59,064	36,246
Restricted cash - long-term:				
Other assets, net	—	—	—	632
Total cash, cash equivalents, and restricted cash	$ 262,183	$ 212,903	$ 316,238	$ 269,009

Related Party Transactions

In October 2022, we made a $ 14.1 million equity investment, representing 106.0 million common shares in Tamboran Resources Limited ("Tamboran Resources"). In December 2023, all shares of Tamboran Resources were transferred to Tamboran Resources Corporation ("Tamboran Corp.") in exchange for depository interests in Tamboran Corp. Tamboran Corp. is publicly traded on the Australian Securities Exchange under the ticker "TBN" and is focused on developing a natural gas resource in Australia's Beetaloo Sub-basin. One of our executive officers serves as a director of Tamboran Corp. pursuant to nomination rights in the investment agreement. Refer to Note 10—Fair Value Measurement of Financial Instruments for additional information related to our investment.

Concurrent with the investment agreement, we entered into a fixed-term drilling services agreement with Tamboran Resources. As of March 31, 2024, we recorded $ 2.7 million in receivables, $ 8.1 million in other assets and $ 5.1 million in contract liabilities on our Unaudited Condensed Consolidated Balance Sheets. As of September 30, 2023, we recorded $ 2.8 million in receivables, $ 8.0 million in other assets and $ 6.6 million in contract liabilities on our Consolidated Balance Sheets. We recorded $ 2.7 million and $ 7.0 million in revenue on our Unaudited Condensed Consolidated Statement of Operations during the three and six months ended March 31, 2024, respectively, related to the drilling services agreement with Tamboran Resources, which commenced drilling services during the fourth fiscal quarter of 2023. We expect to earn $ 33.7 million in revenue over the remaining contract term, and, as such, this amount is included within our contract backlog as of March 31, 2024.

Recently Issued Accounting Updates

Changes to U.S. GAAP are established by the Financial Accounting Standards Board (“FASB”) in the form of Accounting Standards Updates ("ASUs") to the FASB Accounting Standards Codification ("ASC"). We consider the applicability and impact of all ASUs. ASUs not listed below were assessed and determined to be either not applicable, clarifications of ASUs listed below, immaterial, or already adopted by the Company.

The following table provides a brief description of recent accounting pronouncements and our analysis of the effects on our financial statements:

Standard	Description	Date of Adoption	Effect on the Financial Statements or Other Significant Matters
Standards that are not yet adopted as of March 31, 2024			
ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures	This ASU improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this update enhance annual and interim disclosure requirements, determine significant segment expense, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. This update is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption of the amendments is permitted. Upon adoption, the amendments shall be applied retrospectively to all prior periods presented in the financial statements.	October 1, 2024	We plan to adopt this ASU, as required, during fiscal year 2025. We are currently evaluating the impact of this ASU on our Consolidated Financial Statements and disclosures.
ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures	This ASU enhances income tax disclosure requirements. Under the ASU, public business entities must annually (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate). Specific categories that must be included in the reconciliation for each annual reporting period are specified in the amendment. This update is effective for annual periods beginning after December 15, 2024. Early adoption of the amendments is permitted. Upon adoption, the amendments shall be applied on a prospective basis. Retrospective application is permitted.	October 1, 2025	We plan to adopt this ASU, as required, during fiscal year 2026. We are currently evaluating the impact of this ASU on our Consolidated Financial Statements and disclosures.

Self-Insurance

We continue to use our captive insurance companies to insure the deductibles for our domestic workers’ compensation, general liability, automobile liability claims programs, and medical stop-loss program and to insure the deductibles from the Company's international casualty and property programs. Our operating subsidiaries are paying premiums to the Captives, typically on a monthly basis, for the estimated losses based on an external actuarial analysis. These premiums are currently held in a restricted cash account, resulting in a transfer of risk from our operating subsidiaries to the Captives. Direct operating costs primarily consisted of adjustments of $ 1.6 million and $ 1.7 million to accruals for estimated losses for the three months ended March 31, 2024 and 2023, respectively, and $ 5.1 million and $ 4.7 million for the six months ended March 31, 2024 and 2023, respectively, and rig and casualty insurance premiums of $ 9.9 million and $ 10.9 million during the three months ended March 31, 2024 and 2023, respectively, and $ 19.0 million and $ 20.9 million for the six months ended March 31, 2024 and 2023, respectively. These operating costs were recorded within Drilling services operating expenses in our Unaudited Condensed Consolidated Statement of Operations. Intercompany premium revenues recorded by the Captives during the three months ended March 31, 2024 and 2023 amounted to $ 15.8 million and $ 17.7 million, respectively, and $ 31.0 million and $ 34.1 million during the six months ended March 31, 2024 and 2023, respectively, which were eliminated upon consolidation. These intercompany insurance premiums are reflected as segment operating expenses within the North America Solutions, International Solutions, and Offshore Gulf of Mexico reportable operating segments and are reflected as intersegment sales within "Other." Our medical stop loss operating expenses for the three months ended March 31, 2024 and 2023 were $ 3.2 million and $ 2.5 million, respectively, and $ 7.3 million and $ 5.3 million for the six months ended March 31, 2024 and 2023, respectively.

International Solutions Drilling Risks

International Solutions drilling operations may significantly contribute to our revenues and net operating income. There can be no assurance that we will be able to successfully conduct such operations, and a failure to do so may have an adverse effect on our financial position, results of operations, and cash flows. Also, the success of our International Solutions operations will be subject to numerous contingencies, some of which are beyond management’s control. These contingencies include general and regional economic conditions, geopolitical developments and tensions, war and uncertainty in oil-producing countries, fluctuations in currency exchange rates, modified exchange controls, changes in international regulatory requirements and international employment issues, risk of expropriation of real and personal property and the burden of complying with foreign laws. Additionally, in the event that extended labor strikes occur or a country experiences significant political, economic or social instability, we could experience shortages in labor and/or material and supplies necessary to operate some of our drilling rigs, thereby potentially causing an adverse material effect on our business, financial condition and results of operations.

We have also experienced certain risks specific to our Argentine operations. In Argentina, while our dayrate is denominated in U.S. dollars, we are paid the equivalent in Argentine pesos. The Central Bank of Argentina maintains certain currency controls that limit our ability to access U.S. dollars and remit funds from our Argentine operations. In the past, the Argentine government has also instituted price controls on crude oil, diesel and gasoline prices and instituted an exchange rate freeze in connection with those prices. These price controls and an exchange rate freeze could be instituted again in the future. Further, there are additional concerns regarding Argentina's debt burden, notwithstanding Argentina's restructuring deal with international bondholders in August 2020, as Argentina attempts to manage its substantial sovereign debt issues. These concerns could further negatively impact Argentina's economy and adversely affect our Argentine operations. Argentina’s economy is considered highly inflationary, which is defined as cumulative inflation rates exceeding 100 percent in the most recent three-year period based on inflation data published by the respective governments.

All of our foreign subsidiaries use the U.S. dollar as the functional currency and local currency monetary assets and liabilities are remeasured into U.S. dollars with gains and losses resulting from foreign currency transactions included in current results of operations.

We recorded aggregate foreign currency losses of $ 0.6 million and $ 2.4 million for the three and six months ended March 31, 2024, respectively, and $ 0.1 million and $ 0.3 million for the three and six months ended March 31, 2023, respectively. The aggregate foreign currency loss for three and six months ended March 31, 2024 was primarily due to Argentina's devaluation of its peso relative to the U.S. dollar by approximately 55 percent in December 2023. In the future, we may incur larger currency devaluations, foreign exchange restrictions or other difficulties repatriating U.S. dollars from Argentina or elsewhere, which could have a material adverse impact on our business, financial condition and results of operations. As of March 31, 2024, our cash balance in Argentina was the U.S. dollar equivalent of $ 13.0 million in Argentine Pesos.

Because of the impact of local laws, our future operations in certain areas may be conducted through entities in which local citizens own interests and through entities (including joint ventures) in which we hold only a minority interest or pursuant to arrangements under which we conduct operations under contract to local entities. While we believe that neither operating through such entities nor pursuant to such arrangements would have a material adverse effect on our operations or revenues, there can be no assurance that we will in all cases be able to structure or restructure our operations to conform to local law (or the administration thereof) on terms acceptable to us.

Although we attempt to minimize the potential impact of such risks by operating in more than one geographical area, during the three and six months ended March 31, 2024, approximately 6.9 percent and 7.5 percent of our operating revenues were generated from international locations compared to 7.4 percent and 7.5 percent during the three and six months ended March 31, 2023, respectively. During the three and six months ended March 31, 2024, approximately 74.6 percent and 76.7 percent of operating revenues from international locations were from operations in South America compared to 86.3 percent and 88.4 percent during the three and six months ended March 31, 2023, respectively. Substantially all of the South American operating revenues were from Argentina and Colombia. The future occurrence of one or more international events arising from the types of risks described above could have a material adverse impact on our business, financial condition and results of operations .

NOTE 3 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as of March 31, 2024 and September 30, 2023 consisted of the following:

(in thousands)	Estimated Useful Lives	March 31, 2024	September 30, 2023
Drilling services equipment	4 - 15 years	$ 6,529,103	$ 6,396,612
Tubulars	4 years	570,981	564,032
Real estate properties	10 - 45 years	48,463	47,313
Other	2 - 23 years	455,147	443,366
Construction in progress[1]		131,171	97,374
		7,734,865	7,548,697
Accumulated depreciation		(4,741,040)	(4,627,002)
Property, plant and equipment, net		$ 2,993,825	$ 2,921,695
Assets held-for-sale		$ —	$ 645

(1) Included in construction in progress are costs for projects in progress to upgrade or refurbish certain rigs in our existing fleet. Additionally, we include other advances for capital maintenance purchase-orders that are open/in process. As these various projects are completed, the costs are then classified to their appropriate useful life category.

Depreciation

Depreciation expense during the three months ended March 31, 2024 and 2023 was $ 102.9 million and $ 94.6 million, including abandonments of $ 2.6 million and $ 1.0 million, respectively. During the three months ended March 31, 2024, depreciation expense included $ 7.3 million of accelerated depreciation for components on rigs that are scheduled for conversion in fiscal year 2024 as compared to $ 0.8 million for three months ended March 31, 2023. Depreciation expense during the six months ended March 31, 2024 and 2023 was $ 195.3 million and $ 189.5 million, including abandonments of $ 3.1 million and $ 2.1 million, respectively. During the six months ended March 31, 2024, depreciation expense included $ 8.2 million of accelerated depreciation for components on rigs that are scheduled for conversion in fiscal year 2024 as compared to $ 1.7 million for six months ended March 31, 2023. These expenses are recorded within Depreciation and amortization on our Unaudited Condensed Consolidated Statements of Operations.

In November 2022, a fire at a wellsite caused substantial damage to one of our super-spec rigs within our North America Solutions segment. The major components were destroyed beyond repair and considered a total loss, and, as a result, these assets were written off and the rig was removed from our available rig count. At the time of the loss, the rig was fully insured under replacement cost insurance. The loss of $ 9.2 million was recorded as abandonment expense within Depreciation and amortization in our Unaudited Condensed Consolidated Statement of Operations for the six months ended March 31, 2023 and was offset by an insurance recovery that was also recognized within Depreciation and amortization for the same amount as the loss. During the fiscal year ended September 30, 2023, we collected $ 9.2 million of the total expected insurance proceeds. During the three months ended March 31, 2024, we recognized a gain on involuntary conversion of the rig of $ 5.5 million. We collected $ 5.0 million of insurance proceeds during the period, with an outstanding receivable of $ 0.5 million as of March 31, 2024. The total insurance proceeds received during the period exceeds the recognized loss and therefore was recognized as a gain within operating income during the three months ended March 31, 2024.

Impairment Charges

Fiscal Year 2024 Activity

We did not record any impairment charges during the three and six months ended March 31, 2024.

Fiscal Year 2023 Activity

During the six months ended March 31, 2023, our North America Solutions assets that were previously classified as Assets held-for-sale at September 30, 2022 were either sold or written down to scrap value. The aggregate net book value of these remaining assets was $ 3.0 million, which exceeded the estimated scrap value of $ 0.3 million, resulting in a non-cash impairment charge of $ 2.7 million during the six months ended March 31, 2023. During the same period, we also identified additional equipment that met the asset held-for-sale criteria and was reclassified as Assets held-for-sale on our Unaudited Condensed Consolidated Balance Sheets. The aggregate net book value of the equipment of $ 1.4 million was written down to its estimated scrap value of $ 0.1 million, resulting in a non-cash impairment charge of $ 1.3 million during the six months ended March 31, 2023. These impairment charges are recorded within our North America Solutions segment in our Unaudited Condensed Consolidated Statement of Operations.

During the six months ended March 31, 2023, the Company initiated a plan to decommission and scrap four international FlexRig® drilling rigs and four conventional drilling rigs located in Argentina that are not suitable for unconventional drilling. As a result, these rigs were reclassified to Assets held-for-sale on our Unaudited Condensed Consolidated Balance Sheets as of March 31, 2023. The rigs' aggregate net book value of $ 8.8 million was written down to the estimated scrap value of $ 0.7 million, which resulted in a non-cash impairment charge of $ 8.1 million within our International Solutions segment and recorded in our Unaudited Condensed Consolidated Statement of Operations during the six months ended March 31, 2023.

Gain on Reimbursement of Drilling Equipment

We recognized gains of $ 7.5 million and $ 15.0 million during the three and six months ended March 31, 2024, respectively, and $ 11.6 million and $ 27.3 million during the three and six months ended March 31, 2023, respectively, related to customer reimbursement for the current replacement value of lost or damaged drill pipe. Gains related to these asset sales are recorded in Gains on reimbursement of drilling equipment within our Unaudited Condensed Consolidated Statements of Operations.

NOTE 4 GOODWILL AND INTANGIBLE ASSETS

Goodwill

During the three and six months ended March 31, 2024, we had no additions or impairments to goodwill. As of March 31, 2024 and September 30, 2023, the goodwill balance was $ 45.7 million.

Intangible Assets

Our intangible assets are recorded within our North America Solutions reportable segment and consist of the following:

		March 31, 2024			September 30, 2023		
(in thousands)	Weighted Average Estimated Useful Lives	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Finite-lived intangible asset:							
Developed technology	15 years	$ 89,096	$ 37,070	$ 52,026	$ 89,096	$ 34,092	$ 55,004
Intellectual property	13 years	2,000	582	1,418	2,000	503	1,497
Trade name	20 years	5,865	1,949	3,916	5,865	1,791	4,074
		$ 96,961	$ 39,601	$ 57,360	$ 96,961	$ 36,386	$ 60,575

Amortization expense in the Unaudited Condensed Consolidated Statements of Operations was $ 1.6 million for the three months ended March 31, 2024 and 2023, respectively and $ 3.2 million and $ 3.4 million for the six months ended March 31, 2024 and 2023, respectively. Amortization expense is estimated to be approximately $ 3.2 million for the remainder of fiscal year 2024, and approximately $ 6.4 million for fiscal year 2025 through 2028.

NOTE 5 DEBT

We have the following unsecured long-term debt outstanding with maturity shown in the following table:

	March 31, 2024			September 30, 2023		
(in thousands)	Face Amount	Unamortized Discount and Debt Issuance Cost	Book Value	Face Amount	Unamortized Discount and Debt Issuance Cost	Book Value
Unsecured senior notes:						
Due September 29, 2031	$ 550,000	$ (4,559)	$ 545,441	$ 550,000	$ (4,856)	$ 545,144
Long-term debt	$ 550,000	$ (4,559)	$ 545,441	$ 550,000	$ (4,856)	$ 545,144

2.90 % Senior Notes due 2031 On September 29, 2021, we issued $ 550.0 million aggregate principal amount of the 2.90 percent 2031 Notes in an offering to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act ("Rule 144A") and to certain non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act ("Regulation S"). Interest on the 2031 Notes is payable semi-annually on March 29 and September 29 of each year, commencing on March 29, 2022.

In June 2022, we settled a registered exchange offer (the "Registered Exchange Offer") to exchange the 2031 Notes for new, SEC-registered notes that are substantially identical to the terms of the 2031 Notes, except that the offer and issuance of the new notes have been registered under the Securities Act and certain transfer restrictions, registration rights and additional interest provisions relating to the 2031 Notes do not apply to the new notes. All of the 2031 Notes were exchanged in the Registered Exchange Offer.

The indenture governing the 2031 Notes contains certain covenants that, among other things and subject to certain exceptions, limit the ability of the Company and its subsidiaries to incur certain liens; engage in sale and lease-back transactions; and consolidate, merge or transfer all or substantially all of the assets of the Company. The indenture governing the 2031 Notes also contains customary events of default with respect to the 2031 Notes.

Credit Facility

On November 13, 2018, we entered into a credit agreement by and among the Company, as borrower, Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto, which was amended on November 13, 2019, providing for an unsecured revolving credit facility (as amended, the "2018 Credit Facility"), that was set to mature on November 13, 2024. On April 16, 2021, lenders with $ 680.0 million of commitments under the 2018 Credit Facility exercised their option to extend the maturity of the 2018 Credit Facility from November 13, 2024 to November 12, 2025. No other terms of the 2018 Credit Facility were amended in connection with this extension. On March 8, 2022, we entered into the second amendment to the 2018 Credit Facility, which, among other things, raised the number of potential future extensions of the maturity date applicable to extending lenders from one to two such potential extensions and replaced provisions in respect of interest rate determinations that were based on the London Interbank Offered Rate with provisions based on the Secured Overnight Financing Rate. Additionally, lenders with $ 680.0 million of commitments under the 2018 Credit Facility exercised their option to extend the maturity of the 2018 Credit Facility from November 12, 2025 to November 11, 2026. On February 10, 2023, lenders with $ 680.0 million of commitments under the 2018 Credit Facility exercised their option to extend the maturity of the 2018 Credit Facility from November 11, 2026 to November 12, 2027. The remaining $ 70.0 million of commitments under the 2018 Credit Facility will expire on November 13, 2024, unless extended by the applicable lender before such date.

The 2018 Credit Facility has $ 750.0 million in aggregate availability with a maximum of $ 75.0 million available for use as letters of credit. As of March 31, 2024, there were no borrowings or letters of credit outstanding, leaving $ 750.0 million available to borrow under the 2018 Credit Facility. For a full description of the 2018 Credit Facility, see Note 6—Debt to the Consolidated Financial Statements in our 2023 Annual Report on Form 10-K.

As of March 31, 2024, we had $ 95.0 million in uncommitted bilateral credit facilities, for the purpose of obtaining the issuance of international letters of credit, bank guarantees, and performance bonds. Of the $ 95.0 million, $ 40.0 million was outstanding as of March 31, 2024. Separately, we had $ 5.0 million in standby letters of credit and bank guarantees outstanding. In total, we had $ 45.0 million outstanding as of March 31, 2024.

The applicable agreements for all unsecured debt contain additional terms, conditions and restrictions that we believe are usual and customary in unsecured debt arrangements for companies that are similar in size and credit quality. At March 31, 2024, we were in compliance with all debt covenants.

NOTE 6 INCOME TAXES

We use an estimated annual effective tax rate for purposes of determining the income tax provision during interim reporting periods. In calculating our estimated annual effective tax rate, we consider forecasted annual pre-tax income and estimated permanent book versus tax differences. Adjustments to the effective tax rate and estimates could occur during the year as information and assumptions change which could include, but are not limited to, changes to the forecasted amounts, estimates of permanent book versus tax differences, and changes to tax laws and rates.

Our income tax expense for the three months ended March 31, 2024 and2023 was $ 32.2 million and $ 51.1 million, respectively, resulting in effective tax rates of 27.5 percent and 23.8 percent, respectively. Our income tax expense for the six months ended March 31, 2024 and 2023 was $ 62.3 million and $ 83.5 million, respectively, resulting in effective tax rates of 25.7 percent and 24.2 percent, respectively. Effective tax rates differ from the U.S. federal statutory rate of 21.0 percent for the three and six months ended March 31, 2024 primarily due to state and foreign income taxes, and permanent non-deductible items. Additionally, the effective tax rate for the six months ended March 31, 2024 differs from U.S. federal statutory rate of 21.0 percent due to a discrete tax benefit of $ 0.9 million related to equity compensation.

Effective tax rates differ from the U.S. federal statutory rate of 21.0 percent for the three and six months ended March 31, 2023 primarily due to state and foreign income taxes, and permanent non-deductible items. Additionally, the effective tax rate for the six months ended March 31, 2023 differs from the U.S. federal statutory rate of 21.0 percent due to a discrete tax expense of $ 0.2 million related to equity compensation.

As of March 31, 2024, we have recorded unrecognized tax benefits and related interest and penalties of approximately $ 3.4 million. We believe it is reasonably possible that up to $ 2.8 million of the unrecognized tax benefits, interest and penalties will be recognized as of June 30, 2024 as a result of a lapse of the statute of limitations. We cannot predict with certainty if we will achieve ultimate resolution of any additional uncertain tax positions associated with our U.S. and international operations resulting in any additional material increases or decreases of our unrecognized tax benefits for the next twelve months.

NOTE 7 SHAREHOLDERS' EQUITY

The Company has an evergreen authorization from the Board of Directors ("the Board") for the repurchase of up to four million common shares in any calendar year. The repurchases may be made using our cash and cash equivalents or other available sources. During the three and six months ended March 31, 2024, we repurchased 0.1 million and 1.4 million common shares at an aggregate cost of $ 4.0 million and $ 51.6 million, respectively, including excise tax of $ 0.3 million for the six months ended March 31, 2024. During the three and six months ended March 31, 2023, we repurchased 2.5 million and 3.4 million common shares at an aggregate cost of $ 106.7 million and $ 145.8 million (including excise tax of $ 0.8 million in both periods), respectively.

During the three and six months ended March 31, 2024, we declared $ 42.1 million and $ 101.2 million, respectively, in cash dividends. A base cash dividend of $ 0.25 per share and a supplemental dividend of $ 0.17 per share was declared on February 28, 2024 for shareholders of record on May 17, 2024, payable on May 31, 2024. As a result, we recorded a Dividend payable of $ 42.0 million on our Unaudited Condensed Consolidated Balance Sheets as of March 31, 2024.

Accumulated Other Comprehensive Loss

Components of accumulated other comprehensive loss were as follows:

(in thousands)	March 31, 2024	September 30, 2023
Pre-tax amounts:		
Unrealized pension actuarial loss	$ (10,059)	$ (10,407)
	$ (10,059)	$ (10,407)
After-tax amounts:		
Unrealized pension actuarial loss	$ (7,713)	$ (7,981)
	$ (7,713)	$ (7,981)

Fluctuations in actuarial gains and losses are primarily due to changes in the discount rate and investment returns related to the defined benefit pension plan.

The following is a summary of the changes in accumulated other comprehensive loss, net of tax, related to the defined benefit pension plan for the three and six months ended March 31, 2024:

(in thousands)	Three Months Ended March 31, 2024	Six Months Ended March 31, 2024
Balance at beginning of period	$ (7,847)	$ (7,981)
Activity during the period:		
Net current-period other comprehensive income	134	268
	134	268
Balance at March 31, 2024	$ (7,713)	$ (7,713)

NOTE 8 REVENUE FROM CONTRACTS WITH CUSTOMERS

Drilling Services Revenue

The majority of our drilling services are performed on a "daywork" contract basis, under which we charge a rate per day, with the price determined by the location, depth and complexity of the well to be drilled, operating conditions, the duration of the contract, and the competitive forces of the market. These drilling services, including our technology solutions, represent a series of distinct daily services that are substantially the same, with the same pattern of transfer to the customer. Because our customers benefit equally throughout the service period and our efforts in providing drilling services are incurred relatively evenly over the period of performance, revenue is recognized over time using a time-based input measure as we provide services to the customer. For any contracts that include a provision for pooled term days at contract inception, followed by the assignment of days to specific rigs throughout the contract term, we have elected, as a practical expedient, to recognize revenue in the amount for which the entity has a right to invoice, as permitted by ASC 606.

Performance-based contracts are contracts pursuant to which we are compensated partly based upon our performance against a mutually agreed upon set of predetermined targets. These types of contracts are relatively new to the industry and typically have a lower base dayrate, but give us the opportunity to receive additional compensation by meeting or exceeding certain performance targets agreed to by our customers. The variable consideration that we expect to receive is estimated at the most likely amount, and constrained to an amount such that it is probable a significant reversal of revenue previously recognized will not occur based on the performance targets. Total revenue recognized from performance contracts, including performance bonuses, was $ 287.8 million and $ 586.0 million, of which $ 10.4 million and $ 25.6 million was related to performance bonuses recognized due to the achievement of performance targets during the three and six months ended March 31, 2024, respectively. Total revenue recognized from performance contracts, including performance bonuses, was $ 297.2 million and $ 567.2 million, of which $ 11.5 million and $ 21.6 million was related to performance bonuses recognized due to the achievement of performance targets during the three and six months ended March 31, 2023, respectively.

Contract Costs

We had capitalized fulfillment costs of $ 10.6 million and $ 11.4 million as of March 31, 2024 and September 30, 2023, respectively.

Remaining Performance Obligations

The total aggregate transaction price allocated to the unsatisfied performance obligations, commonly referred to as backlog, as of March 31, 2024 was approximately $ 1.7 billion, of which approximately $ 0.6 billion is expected to be recognized during the remainder of fiscal year 2024, approximately $ 0.5 billion during fiscal year 2025, and approximately $ 0.6 billion in fiscal year 2026 and thereafter. These amounts do not include anticipated contract renewals or expected performance bonuses as part of its calculation. Additionally, contracts that currently contain month-to-month terms are represented in our backlog as one month of unsatisfied performance obligations. Our contracts are subject to cancellation or modification at the election of the customer; however, due to the level of capital deployed by our customers on underlying projects, we have not been materially adversely affected by contract cancellations or modifications in the past.

Contract Assets and Liabilities

The following tables summarize the balances of our contract assets (net of allowance for estimated credit losses) and liabilities at the dates indicated:

(in thousands)	March 31, 2024	September 30, 2023
Contract assets, net	$ 4,772	$ 6,560

(in thousands)	March 31, 2024
Contract liabilities balance at September 30, 2023	$ 28,882
Payment received/accrued and deferred	29,242
Revenue recognized during the period	(31,320)
Contract liabilities balance at March 31, 2024	$ 26,804

NOTE 9 EARNINGS PER COMMON SHARE

ASC 260, Earnings per Share, requires companies to treat unvested share-based payment awards that have non-forfeitable rights to dividends or dividend equivalents as a separate class of securities in calculating earnings per share. We have granted and expect to continue to grant to employees restricted stock grants that contain non-forfeitable rights to dividends. Such grants are considered participating securities under ASC 260. As such, we are required to include these grants in the calculation of our basic earnings per share and calculate basic earnings per share using the two-class method. The two-class method of computing earnings per share is an earnings allocation formula that determines earnings per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings.

Basic earnings per share is computed utilizing the two-class method and is calculated based on the weighted-average number of common shares outstanding during the periods presented.

Diluted earnings per share is computed using the weighted-average number of common and common equivalent shares outstanding during the periods utilizing the two-class method for stock options, non-vested restricted stock and performance units.

Under the two-class method of calculating earnings per share, dividends paid and a portion of undistributed net income, but not losses, are allocated to unvested restricted stock grants that receive dividends, which are considered participating securities.

During the second quarter of fiscal year 2023, Income from discontinued operations was presented as a separate line item on our Unaudited Condensed Consolidated Statements of Operations. To conform with the current fiscal year presentation, we reclassified amounts previously presented in Income from discontinued operations, which were not material, to Other within Other income (expense) on our Unaudited Condensed Consolidated Statements of Operations for the three and six months ended March 31, 2023. To conform with the current fiscal year presentation, basic and diluted earnings per share for continuing and discontinued operations are presented in the aggregate, for the three and six months ended March 31, 2023, as presented below.

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended March 31,		Six Months Ended March 31,	
(in thousands, except per share amounts)	2024	2023	2024	2023
Numerator:				
Net income	$ 84,831	$ 164,040	$ 180,004	261,185
Adjustment for basic earnings per share				
Earnings allocated to unvested shareholders	(1,242)	(2,237)	(2,489)	(3,511)
Numerator for basic earnings per share	83,589	161,803	177,515	257,674
Adjustment for diluted earnings per share				
Effect of reallocating undistributed earnings of unvested shareholders	2	6	3	6
Numerator for diluted earnings per share	$ 83,591	$ 161,809	$ 177,518	$ 257,680
Denominator:				
Denominator for basic earnings per share - weighted-average shares	98,774	103,968	98,960	104,615
Effect of dilutive shares from restricted stock and performance share units	272	395	256	388
Denominator for diluted earnings per share - adjusted weighted-average shares	99,046	104,363	99,216	105,003
Basic earnings per common share:	$ 0.85	$ 1.55	$ 1.79	$ 2.46
Diluted earnings per common share:	$ 0.84	$ 1.55	$ 1.79	$ 2.46

The following potentially dilutive average shares attributable to outstanding equity awards were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive:

	Three Months Ended March 31,		Six Months Ended March 31,	
(in thousands, except per share amounts)	2024	2023	2024	2023
Potentially dilutive shares excluded as anti-dilutive	2,684	2,426	2,388	2,516
Weighted-average price per share	$ 57.93	$ 62.03	$ 60.63	$ 61.74

NOTE 10 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

We have certain assets and liabilities that are required to be measured and disclosed at fair value. Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. We use the following fair value hierarchy established in ASC 820-10 to measure fair value to prioritize the inputs:

- Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.
- Level 2 — Observable inputs, other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets; quoted prices for similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Fair Value Measurements

The following tables summarize our financial assets and liabilities measured at fair value and indicate the level in the fair value hierarchy in which we classify the fair value measurement as of the dates indicated below:

	March 31, 2024			
(in thousands)	Fair Value	Level 1	Level 2	Level 3
Assets				
Short-term investments:				
Corporate and municipal debt securities	$ 38,756	$ —	$ 38,756	$ —
U.S. government and federal agency securities	44,634	44,634	—	—
Total	83,390	44,634	38,756	—
Long-term Investments:				
Recurring fair value measurements:				
Equity securities:				
Non-qualified supplemental savings plan	16,165	16,165	—	—
Investment in ADNOC Drilling	172,620	172,620	—	—
Investment in Tamboran	11,734	11,734	—	—
Debt securities:				
Investment in Galileo	36,301	—	—	36,301
Geothermal debt securities	2,000	—	—	2,000
Other debt securities	5,250	5,000	—	250
Total	244,070	205,519	—	38,551
Nonrecurring fair value measurements[1]:				
Other equity securities	2,965	—	—	2,965
Total	2,965	—	—	2,965
Total	247,035	205,519	—	41,516
Liabilities				
Contingent consideration	$ 14,000	$ —	$ —	$ 14,000

(1) As of March 31, 2024, our equity security investments in geothermal energy totaled $ 27.2 million and our debt security investments in held to maturity bonds totaled $ 0.2 million. None of these investments were marked to fair value during the period. The investments are measured at cost, less any impairments.

Table of Contents

(in thousands)	September 30, 2023 Fair Value	Level 1	Level 2	Level 3
Assets				
Short-term investments:				
Corporate debt securities	$ 48,764	$ —	$ 48,764	$ —
U.S. government and federal agency securities	44,836	44,836	—	—
Total	93,600	44,836	48,764	—
Long-term investments:				
Recurring fair value measurements:				
Equity securities:				
Non-qualified supplemental savings plan	14,597	14,597	—	—
Investment in ADNOC Drilling	174,758	174,758	—	—
Investment in Tamboran	9,920	9,920	—	—
Debt securities:				
Investment in Galileo	35,434	—	—	35,434
Geothermal debt securities	2,006	—	—	2,006
Total	236,715	199,275	—	37,440
Nonrecurring fair value measurements[1]:				
Other equity securities[2]	2,430	—	—	2,430
Total	2,430	—	—	2,430
Total	$ 239,145	$ 199,275	$ —	$ 39,870
Liabilities				
Contingent consideration	$ 9,455	$ —	$ —	$ 9,455

(1) As of September 30, 2023, our equity security investments in geothermal energy totaled $ 25.2 million. None of these investments were marked to fair value during the period. The investments are measured at cost, less any impairments.

(2) As of September 30, 2023, our other equity securities subject to measurement at fair value on a nonrecurring basis totaled $ 3.0 million, of which $ 2.4 million has been marked to fair value. The remaining $ 0.6 million is measured at cost, less any impairments.

Recurring Fair Value Measurements

Short-term Investments

Short-term investments primarily include securities classified as trading securities. Both realized and unrealized gains and losses on trading securities are included in Other income (expense) in the Unaudited Condensed Consolidated Statements of Operations. These securities are recorded at fair value. Level 1 inputs include U.S. agency issued debt securities with active markets and money market funds. For these items, quoted current market prices are readily available. Level 2 inputs include corporate bonds measured using broker quotations that utilize observable market inputs.

Long-term Investments

Equity Securities Our long-term investments include debt and equity securities and assets held in a Non-Qualified Supplemental Savings Plan ("Savings Plan") and are recorded within Investments on our Unaudited Condensed Consolidated Balance Sheets. Our assets that we hold in the Savings Plan are comprised of mutual funds that are measured using Level 1 inputs.

During September 2021, the Company made a $ 100.0 million cornerstone investment in ADNOC Drilling in advance of its announced initial public offering, representing 159.7 million shares of ADNOC Drilling, equivalent to a one percent ownership stake and subject to a three-year lockup period. ADNOC Drilling's initial public offering was completed on October 3, 2021, and its shares are listed and traded on the Abu Dhabi Securities Exchange. Our investment is classified as a long-term equity investment within Investments on our Unaudited Condensed Consolidated Balance Sheets and measured at fair value with any gains or losses recognized through net income and recorded within Gain (loss) on investment securities on our Unaudited Condensed Consolidated Statements of Operations. Consistent with the provisions of ASU No. 2022-03, contractual sale restrictions are not considered in the fair value measurement of our investment in ADNOC Drilling. During the three and six months ended March 31, 2024, we recognized gain (loss) of $ 8.3 million and $(2.1) million, respectively, on our Unaudited Condensed Consolidated Statements of Operations, as a result of the change in fair value of the investment compared to gain of $ 42.6 million and $ 24.4 million during the three and six months ended March 31, 2023, respectively. As of March 31, 2024, this investment is classified as a Level 1 investment based on the quoted stock price on the Abu Dhabi Securities Exchange.

Equity Securities with Fair Value Option In October 2022, we made a $ 14.1 million equity investment, representing 106.0 million common shares in Tamboran Resources Limited. In December 2023, all shares of Tamboran Resources were transferred to Tamboran Resources Corporation in exchange for depository interests in Tamboran Corp. Tamboran Corp. is publicly traded on the Australian Securities Exchange under the ticker "TBN" and is focused on developing a natural gas resource in Australia's Beetaloo Sub-basin.

We believe we have a significant influence, but not control or joint control over the investee, due to several factors, including our ownership percentage (approximately 5.1 percent as of March 31, 2024), operational involvement and role on the investee's board of directors. Our investment is classified as a long-term equity investment within Investments on our Unaudited Condensed Consolidated Balance Sheet as of March 31, 2024. We consider this investment to have a readily determinable fair value and have elected to account for this investment using the fair value option with any changes in fair value recognized through net income. Under the guidance, Topic 820, Fair Value Measurement, this investment is classified as a Level 1 investment based on the quoted stock price which is publicly available. During the three and six months ended March 31, 2024, we recognized gain (loss) of $(4.5) million and $ 1.8 million, respectively, recorded within Gain (loss) on investment securities on our Unaudited Condensed Consolidated Statements of Operations, as a result of the change in fair value of the investment compared to a gain (loss) of $(3.0) million and $ 0.1 million during the three and six months ended March 31, 2023, respectively.

Debt Securities During April 2022, the Company made a $ 33.0 million cornerstone investment in Galileo Holdco 2 Limited Technologies ("Galileo Holdco 2"), part of the group of companies known as Galileo Technologies ("Galileo") in the form of notes with an option to convert into common shares of the parent of Galileo Holdco 2 ("Galileo parent"). Galileo specializes in liquification, natural gas compression and re-gasification modular systems and technologies to make the production, transportation, and consumption of natural gas, biomethane, and hydrogen more economically viable. The convertible note bears interest at 5.0 percent per annum with a maturity date of the earlier of April 2027 or an exit event (as defined in the agreement as either an initial public offering or a sale of Galileo). During the fiscal year ended September 30, 2023, our convertible note agreement was amended to include any interest which has accrued but not yet compounded or issued as a note. As a result, we include accrued interest in our total investment balance. We do not intend to sell this investment prior to its maturity date or an exit event. As of March 31, 2024, the fair value of the convertible note was approximately equal to the cost basis.

The following table provides quantitative information (in thousands) about our Level 3 unobservable significant inputs related to our debt security investment with Galileo at the dates included below:

March 31, 2024				
Fair Value		Valuation Technique	Unobservable Inputs	
$	36,301	Black-Scholes-Merton model	Discount rate	20.8 %
			Risk-free rate	4.3 %
			Equity volatility	105.0 %

The above significant unobservable inputs are subject to change based on changes in economic and market conditions. The use of significant unobservable inputs creates uncertainty in the measurement of fair value as of the reporting date. Significant increases or decreases in the discount rate, risk-free rate, and equity volatility in isolation would result in a significantly lower or higher fair value measurement. It is not possible for us to predict the effect of future economic or market conditions on our estimated fair values.

A majority of our long-term debt securities, including our investment in Galileo, are classified as available-for-sale and are measured using Level 3 unobservable inputs based on the absence of market activity. The following table reconciles changes in the fair value of our Level 3 assets for the periods presented below:

	Three Months Ended March 31,		Six Months Ended March 31,	
(in thousands)	2024	2023	2024	2023
Assets at beginning of period	$ 37,868	$ 33,107	$ 37,440	$ 33,565
Purchases	250	2,033	250	2,075
Accrued interest	433	—	866	—
Transfers out	—	—	—	(500)
Reserves	—	—	(5)	—
Assets at end of period	$ 38,551	$ 35,140	$ 38,551	$ 35,140

Nonrecurring Fair Value Measurements

We have certain assets that are subject to measurement at fair value on a nonrecurring basis. For these nonfinancial assets, measurement at fair value in periods subsequent to their initial recognition is applicable if they are determined to be impaired. These assets generally include property, plant and equipment, goodwill, intangible assets, and operating lease right-of-use assets. If measured at fair value in the Unaudited Condensed Consolidated Balance Sheets, these would generally be classified within Level 2 or 3 of the fair value hierarchy. Further details on any changes in valuation of these assets is provided in their respective footnotes.

Equity Securities

We also hold various other equity securities without readily determinable fair values, primarily comprised of geothermal investments. These equity securities are initially measured at cost, less any impairments, and will be marked to fair value once observable price changes in identical or similar investments from the same issuer occur. All of our long-term equity securities are measured using Level 3 unobservable inputs based on the absence of market activity.

The following table reconciles changes in the balance of our equity securities, without readily determinable fair values, for the periods presented below:

	Three Months Ended March 31,		Six Months Ended March 31,	
(in millions)	2024	2023	2024	2023
Assets at beginning of period	$ 28,523	$ 25,800	$ 28,232	$ 23,745
Purchases	2,245	501	2,536	2,556
Disposals	(616)	—	(616)	—
Assets at end of period	$ 30,152	$ 26,301	$ 30,152	$ 26,301

Contingent Consideration

Other financial instruments measured using Level 3 unobservable inputs primarily consist of potential earnout payments associated with our business acquisitions in fiscal year 2019. Contingent consideration is recorded in Accrued liabilities on the Unaudited Condensed Consolidated Balance Sheets based on the expected timing of milestone achievements. The following table reconciles changes in the fair value of our Level 3 liabilities for the periods presented below:

	Three Months Ended March 31,		Six Months Ended March 31,	
(in thousands)	2024	2023	2024	2023
Liabilities at beginning of period	$ 8,350	$ 3,780	$ 9,455	$ 4,022
Additions	—	—	—	500
Total gains or losses:				
Included in earnings	5,650	1,750	5,670	1,758
Settlements[1]	—	(500)	(1,125)	(1,250)
Liabilities at end of period	$ 14,000	$ 5,030	$ 14,000	$ 5,030

(1) Settlements represent earnout payments that have been paid or earned during the period.

Other Financial Instruments

The carrying amount of cash and cash equivalents and restricted cash approximates fair value due to the short-term nature of these items. The majority of cash equivalents are invested in highly liquid money-market mutual funds invested primarily in direct or indirect obligations of the U.S. Government and in federally insured deposit accounts. The carrying value of accounts receivable, other current and noncurrent assets, accounts payable, accrued liabilities and other liabilities approximated fair value at March 31, 2024 and September 30, 2023.

The following information presents the supplemental fair value information for our long-term fixed-rate debt at March 31, 2024 and September 30, 2023:

(in millions)	March 31, 2024	September 30, 2023
Long-term debt, net		
Carrying value	$ 545.4	$ 545.1
Fair value	461.2	435.5

The fair values of the long-term fixed-rate debt is based on broker quotes at March 31, 2024 and September 30, 2023. The notes are classified within Level 2 of the fair value hierarchy as they are not actively traded in markets.

NOTE 11 COMMITMENTS AND CONTINGENCIES

Lease Obligations

During the six months ended March 31, 2024, we amended the lease for our Tulsa industrial facility. As part of the amendment, we extended the lease term, now continuing through June 30, 2035 with two five year renewal options, resulting in an increase of $ 18.1 million to the right-of-use assets and lease liability on our Unaudited Condensed Consolidated Balance Sheet. We recognized one of the five year renewal options as part of our right-of-use assets and lease liabilities. This contract is accounted for as an operating lease.

Purchase Commitments

Equipment, parts, and supplies are ordered in advance to promote efficient construction and capital improvement progress. At March 31, 2024, we had purchase commitments for equipment, parts and supplies of approximately $ 153.2 million.

Guarantee Arrangements

We are contingently liable to sureties in respect of bonds issued by the sureties in connection with certain commitments entered into by us in the normal course of business. We have agreed to indemnify the sureties for any payments made by them in respect of such bonds.

Contingencies

During the ordinary course of our business, contingencies arise resulting from an existing condition, situation or set of circumstances involving an uncertainty as to the realization of a possible gain or loss contingency. We account for gain contingencies in accordance with the provisions of ASC 450, Contingencies, and, therefore, we do not record gain contingencies or recognize income until realized. The property and equipment of our Venezuelan subsidiary was seized by the Venezuelan government on June 30, 2010. Our wholly-owned subsidiaries, Helmerich & Payne International Drilling Co. ("HPIDC"), and Helmerich & Payne de Venezuela, C.A. filed a lawsuit in the United States District Court for the District of Columbia on September 23, 2011 against the Bolivarian Republic of Venezuela, Petroleos de Venezuela, S.A. and PDVSA Petroleo, S.A., seeking damages for the seizure of their Venezuelan drilling business in violation of international law and for breach of contract. While there exists the possibility of realizing a recovery on HPIDC's expropriation claims, we are currently unable to determine the timing or amounts we may receive, if any, or the likelihood of recovery.

The Company and its subsidiaries are parties to various other pending legal actions arising in the ordinary course of our business. We maintain insurance against certain business risks subject to certain deductibles. Although no assurance can be given, we believe, based on our experiences to date and taking into account established reserves and insurance, that the ultimate resolution of such items will not have a material adverse impact on our financial condition, cash flows, or results of operations. When we determine a loss is probable of occurring and is reasonably estimable, we accrue an undiscounted liability for such contingencies based on our best estimate using information available at that time. If the estimated loss is a range of potential outcomes and there is no better estimate within the range, we accrue the amount at the low end of the range. We disclose contingencies where an adverse outcome may be material, or in the judgment of management, we conclude the matter should otherwise be disclosed.

NOTE 12 BUSINESS SEGMENTS AND GEOGRAPHIC INFORMATION

Description of the Business

We are a performance-driven drilling solutions and technologies company based in Tulsa, Oklahoma with operations in all major U.S. onshore oil and gas producing basins as well as South America, the Middle East and Australia. Our drilling operations consist mainly of contracting Company-owned drilling equipment primarily to large oil and gas exploration companies. We believe we are the recognized industry leader in drilling as well as technological innovation. We focus on offering our customers an integrated solutions-based approach by combining proprietary rig technology, automation software, and digital expertise into our rig operations rather than a product-based offering, such as a rig or separate technology package. Our drilling services operations are organized into the following reportable operating business segments: North America Solutions, International Solutions, and Offshore Gulf of Mexico.

Each reportable operating segment is a strategic business unit that is managed separately, and consolidated revenues and expenses reflect the elimination of all material intercompany transactions. Our real estate operations, our incubator program for new research and development projects, and our wholly-owned captive insurance companies are included in "Other." External revenues included in “Other” primarily consist of rental income.

Segment Performance

We evaluate segment performance based on income (segment operating income) before income taxes which includes:

- Revenues from external and internal customers
- Direct operating expenses
- Depreciation and amortization
- Research and development
- Allocated general and administrative expenses
- Asset impairment charges

but excludes gain on reimbursement of drilling equipment, other gain (loss) on sale of assets, corporate selling, general and administrative costs, and corporate depreciation.

General and administrative costs are allocated to the segments based primarily on specific identification and, to the extent that such identification is not practical, other methods may be used which we believe to be a reasonable reflection of the utilization of services provided.

Summarized financial information of our reportable segments for the three and six months ended March 31, 2024 and 2023 is shown in the following tables:

	Three Months Ended March 31, 2024					
(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico	Other	Eliminations	Total
External sales	$ 613,339	$ 45,878	$ 25,913	$ 2,813	$ —	$ 687,943
Intersegment	—	—	—	15,746	(15,746)	—
Total sales	613,339	45,878	25,913	18,559	(15,746)	687,943
Segment operating income	$ 147,130	$ 3,569	$ 78	$ 2,785	$ (772)	$ 152,790

	Three Months Ended March 31, 2023					
(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico	Other	Eliminations	Total
External sales	$ 675,780	$ 55,890	$ 34,979	$ 2,573	$ —	$ 769,222
Intersegment	—	—	—	17,662	(17,662)	—
Total sales	675,780	55,890	34,979	20,235	(17,662)	769,222
Segment operating income	$ 182,149	$ 3,955	$ 6,687	$ 6,823	$ (2,267)	$ 197,347

(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico	Other	Eliminations	Total
	Six Months Ended March 31, 2024					
External sales	$ 1,207,621	$ 100,630	$ 51,444	$ 5,395	$ —	$ 1,365,090
Intersegment	—	—	—	30,972	(30,972)	—
Total sales	1,207,621	100,630	51,444	36,367	(30,972)	1,365,090
Segment operating income	$ 291,620	$ 8,992	$ 3,130	$ 2,718	$ (438)	$ 306,022

(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico	Other	Eliminations	Total
	Six Months Ended March 31, 2023					
External sales	$ 1,302,943	$ 110,691	$ 70,143	$ 5,082	$ —	$ 1,488,859
Intersegment	—	—	—	34,064	(34,064)	—
Total sales	1,302,943	110,691	70,143	39,146	(34,064)	1,488,859
Segment operating income	$ 327,446	$ 5,529	$ 13,433	$ 11,500	$ 43	$ 357,951

The following table reconciles segment operating income per the tables above to income before income taxes as reported on the Unaudited Condensed Consolidated Statements of Operations:

	Three Months Ended March 31,		Six Months Ended March 31,	
(in thousands)	2024	2023	2024	2023
Segment operating income	$ 152,790	$ 197,347	$ 306,022	$ 357,951
Gain on reimbursement of drilling equipment	7,461	11,574	14,955	27,298
Other gain (loss) on sale of assets	(2,431)	2,519	12	4,898
Corporate selling, general and administrative costs and corporate depreciation	(47,248)	(36,235)	(86,949)	(70,719)
Operating income	110,572	175,205	234,040	319,428
Other income (expense)				
Interest and dividend income	6,567	5,055	17,301	9,760
Interest expense	(4,261)	(4,239)	(8,633)	(8,594)
Gain (loss) on investment securities	3,747	39,752	(287)	24,661
Other	400	(604)	(143)	(546)
Total unallocated amounts	6,453	39,964	8,238	25,281
Income before income taxes	$ 117,025	$ 215,169	$ 242,278	$ 344,709

The following table reconciles segment total assets to total assets as reported on the Unaudited Condensed Consolidated Balance Sheets:

(in thousands)	March 31, 2024	September 30, 2023
Total assets[1]		
North America Solutions	$ 3,375,674	$ 3,320,203
International Solutions	468,982	407,143
Offshore Gulf of Mexico	73,983	73,319
Other	152,179	154,290
	4,070,818	3,954,955
Investments and corporate operations	354,030	427,001
	$ 4,424,848	$ 4,381,956

(1) Assets by segment exclude investments in subsidiaries and intersegment activity.

The following table presents revenues from external customers by country based on the location of service provided:

	Three Months Ended March 31,		Six Months Ended March 31,	
(in thousands)	2024	2023	2024	2023
Operating revenues				
United States	$ 640,689	$ 712,302	$ 1,262,306	$ 1,376,475
Argentina	34,024	35,490	69,900	69,324
Colombia	1,242	13,652	8,945	30,021
Bahrain	4,535	4,198	9,032	6,467
United Arab Emirates	3,430	2,542	5,795	4,879
Australia	2,646	—	6,958	—
Other foreign	1,377	1,038	2,154	1,693
Total	$ 687,943	$ 769,222	$ 1,365,090	$ 1,488,859

Refer to Note 8—Revenue from Contracts with Customers for additional information regarding the recognition of revenue.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (“Form 10-Q”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical facts included in this Form 10-Q are forward-looking statements. Forward-looking statements may be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “predict,” “project,” “target,” “continue,” or the negative thereof or similar terminology. Forward-looking statements are based upon current plans, estimates, and expectations that are subject to risks, uncertainties, and assumptions. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates, or expectations will be achieved.

These forward-looking statements include, among others, information concerning our possible or assumed future results of operations and statements about the following such as:

- our business strategy and underlying assumptions;
- estimates of our revenues, income, earnings per share, and market share;
- our capital structure and our ability to return cash to stockholders through dividends or share repurchases;
- the amount and nature of our future capital expenditures and how we expect to fund our capital expenditures;
- the volatility of future oil and natural gas prices;
- contracting of our rigs and actions by current or potential customers;
- the effects of actions by, or disputes among or between, members of the Organization of Petroleum Exporting Countries (“OPEC”) and other oil producing nations (together, “OPEC+”) with respect to production levels or other matters related to the prices of oil and natural gas;
- changes in future levels of drilling activity and capital expenditures by our customers, whether as a result of global capital markets and liquidity, changes in prices of oil and natural gas or otherwise, which may cause us to idle or stack additional rigs, or increase our capital expenditures and the construction, upgrade or acquisition of rigs;
- the impact and effects of public health crises, pandemics and epidemics, such as the COVID-19 pandemic;
- changes in worldwide rig supply and demand, competition, or technology;
- possible cancellation, suspension, renegotiation or termination (with or without cause) of our contracts as a result of general or industry-specific economic conditions, mechanical difficulties, performance or other reasons;
- expansion and growth of our business and operations;
- our belief that the final outcome of our legal proceedings will not materially affect our financial results;
- impact of federal and state legislative and regulatory actions and policies, affecting our costs and increasing operation restrictions or delay and other adverse impacts on our business;
- environmental or other liabilities, risks, damages or losses, whether related to storms or hurricanes (including wreckage or debris removal), collisions, grounding, blowouts, fires, explosions, other accidents, terrorism or otherwise, for which insurance coverage and contractual indemnities may be insufficient, unenforceable or otherwise unavailable;
- impact of geopolitical developments and tensions, war and uncertainty involving or in the geographic region of oil-producing countries (including the ongoing armed conflicts between Russia and Ukraine and Israel and Hamas, and any related political or economic responses and counter-responses or otherwise by various global actors or the general effect on the global economy);

- global economic conditions, such as a general slowdown in the global economy, supply chain disruptions, inflationary pressures, currency fluctuations, and instability of financial institutions, and their impact on the Company;
- our financial condition and liquidity;
- tax matters, including our effective tax rates, tax positions, results of audits, changes in tax laws, treaties and regulations, tax assessments and liabilities for taxes;
- the occurrence of security incidents, including breaches of security, or other attack, destruction, alteration, corruption, or unauthorized access to our information technology systems or destruction, loss, alteration, corruption or misuse or unauthorized disclosure of or access to data ("Security Incident");
- potential impacts on our business resulting from climate change, greenhouse gas regulations, and the impact of climate change related changes in the frequency and severity of weather patterns;
- potential long-lived asset impairments; and
- our sustainability strategy, including expectations, plans, or goals related to corporate responsibility, sustainability and environmental matters, and any related reputational risks as a result of execution of this strategy.

Important factors that could cause actual results to differ materially from our expectations or results discussed in the forward-looking statements are disclosed in our 2023 Annual Report on Form 10-K under Part I, Item 1A— “Risk Factors” and Item 7— “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by such cautionary statements. Because of the underlying risks and uncertainties, we caution you against placing undue reliance on these forward-looking statements. We assume no duty to update or revise these forward-looking statements based on changes in internal estimates, expectations or otherwise, except as required by law.

Executive Summary

Helmerich & Payne, Inc. (“H&P,” which, together with its subsidiaries, is identified as the “Company,” “we,” “us,” or “our,” except where stated or the context requires otherwise) through its operating subsidiaries provides performance-driven drilling solutions and technologies that are intended to make hydrocarbon recovery safer and more economical for oil and gas exploration and production companies. As of March 31, 2024, our drilling rig fleet included a total of 262 drilling rigs. Our reportable operating business segments consist of the North America Solutions segment with 233 rigs, the International Solutions segment with 22 rigs, and the Offshore Gulf of Mexico segment with seven offshore platform rigs as of March 31, 2024. At the close of the second quarter of fiscal year 2024, we had 166 active contracted rigs, of which 102 were under a fixed-term contract and 64 were working well-to-well, compared to 164 contracted rigs at September 30, 2023. Our long-term strategy remains focused on innovation, technology, safety, operational excellence, and reliability. As we move forward, we believe that our advanced uniform rig fleet, technology offerings, financial strength, contract backlog and strong customer and employee base position us very well to respond to continued cyclical and often times, volatile market conditions and to take advantage of future opportunities.

Market Outlook

With regards to our North America Solutions segment, we believe the current crude oil pricing environment and the desire of many of our customers to at least maintain their present production levels are supportive of current rig activity. In contrast, the weakened natural gas pricing environment that began in calendar 2023 has caused some customers to keep their natural gas activity relatively low, and in some cases to further pull back on their planned activity levels in calendar 2024. While the Company does have some exposure to customers drilling for natural gas, we believe our exposure to be limited. In total, we expect the average level of capital spending by our customers in calendar year 2024 to remain flat to down by approximately 5% relative to calendar year 2023. As such, we do not expect much change in activity levels in calendar 2024 from where they are currently; we exited March 31, 2024 with 152 active rigs in our North America Solutions segment.

During the past few quarters, there has been an increasing number of customer consolidations within the industry with larger E&P operators acquiring or merging with smaller E&P operators. We have seen this phenomenon having a near-term modestly negative affect on overall rig demand as the consolidated entity moves forward with fewer rigs than the two previous entities would have on a stand alone basis. We believe we are less impacted by these consolidations as it appears the demand for super-spec rigs is to a lesser extent affected by these consolidations than the demand for non-super-spec rigs. Furthermore, due to the make-up of our customer base, we typically have an incumbent position with customers that tend to be the acquirers in these transactions.

The overall demand for super-spec rigs in the U.S. remains relatively strong and while some readily available idle super-spec capacity exists in the market, we do not believe it is to a level that would have a significant impact on our rig pricing. We expect this supply-demand dynamic combined with the value proposition we provide our customers through our drilling expertise, high-quality FlexRig® fleet, and automation technology to result in our ability to maintain and possibly improve upon current contract economics.

Collectively, our other business segments, International Solutions and Offshore Gulf of Mexico, are exposed to the same macro commodity price environment affecting our North America Solutions segment; however, activity levels in the International Solutions segment are also subject to other various geopolitical and financial factors specific to the countries of our operations. We are currently pursuing an international expansion strategy with the aim to provide growth and diversification for the Company with the understanding that such a strategy will take time and capital to execute. During fiscal year 2024, we plan to continue to devote capital to our international expansion strategy and, in particular, to a recent contract award for seven super-spec rigs in the Kingdom of Saudi Arabia. We had contemplated the capital spending necessary to prepare these rigs for export as part of our fiscal year 2024 capital expenditure budget. A majority of these rigs are currently scheduled for delivery and customer acceptance during our first half of fiscal year 2025 and thus will have no revenue impact on fiscal year 2024 results. Currently, activity levels in the International Solutions and Offshore Gulf of Mexico business segments are expected to remain relatively steady at current levels for the remainder of fiscal year 2024.

Over the past two years, the Company has experienced inflationary pressures related to labor and consumable inventory and more recently as a result of cost-acceleration related to running our rig fleet harder to achieve the well designs, lateral lengths and drilling efficiencies our customers demand. The inflationary forces have abated, and the financial impacts were partially mitigated by pass-through mechanisms in our contracts. However, the performance and efficiency gains we achieve require us to continue to push the service intensity of our rigs and equipment. Accordingly, we expect operational expenses to remain at elevated levels compared to recent years. Additionally, we are also experiencing inflationary pressures in our non-operational expenses particularly around labor and third-party services. As a consequence of these pressures, we continue to project an increase in our selling, general and administrative expenses during fiscal year 2024.

Recent Developments

International Revenue Contracts

During the three months ended March 31, 2024, the Company finalized the contractual terms with Saudi Aramco for a seven super-spec FlexRig® tender award for work in the Kingdom of Saudi Arabia. These rigs are expected to commence operations shortly after delivery, which is currently scheduled for the first half of fiscal year 2025. These rigs will be sourced from our idle super-spec rigs in the U.S., converted to walking configurations, and further equipped to suit contractual specifications. Additionally, in the Middle East we were successful in contracting one additional super-spec rig in Bahrain. The rig to be utilized for this work is already located in the region as part of our Middle East hub and is expected to commence operations during the first half of fiscal year 2025.

Contract Backlog

As of March 31, 2024 and September 30, 2023, our contract drilling backlog, being the expected future dayrate revenue from executed contracts, was $1.7 billion and $1.4 billion, respectively. The increase in backlog from September 30, 2023 to March 31, 2024 is due to the Company finalizing contractual terms with Saudi Aramco for a seven super-spec FlexRig® tender award for work in the Kingdom of Saudi Arabia. These amounts do not include anticipated contract renewals or expected performance bonuses. Approximately 66.6 percent of the March 31, 2024 total backlog is reasonably expected to be fulfilled in fiscal year 2025 and thereafter.

The following table sets forth the total backlog by reportable segment as of March 31, 2024 and September 30, 2023, and the percentage of the March 31, 2024 backlog reasonably expected to be fulfilled in fiscal year 2025 and thereafter:

(in billions)	March 31, 2024	September 30, 2023	Percentage Reasonably Expected to be Fulfilled in Fiscal Year 2025 and Thereafter
North America Solutions	$ 1.0	$ 1.1	47.6 %
International Solutions	0.7	0.3	91.7
Offshore Gulf of Mexico	—	—	—
	$ 1.7	$ 1.4	

The early termination of a contract may result in a rig being idle for an extended period of time, which could adversely affect our financial condition, results of operations and cash flows. In some limited circumstances, such as sustained unacceptable performance by us, no early termination payment would be paid to us. Early terminations could cause the actual amount of revenue earned to vary from the backlog reported. See Item 1A—"Risk Factors—*Our current backlog of drilling services and solutions revenue may decline and may not be ultimately realized as fixed-term contracts and may, in certain instances, be terminated without an early termination payment*" within our 2023 Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC"), regarding fixed term contract risk.

Results of Operations for the Three Months Ended March 31, 2024 and 2023

Consolidated Results of Operations

Net Income We reported income of $84.8 million ($0.84 per diluted share) for the three months ended March 31, 2024 compared to income of $164.0 million ($1.55 per diluted share) for the three months ended March 31, 2023.

Operating Revenue Consolidated operating revenues were $687.9 million and $769.2 million for the three months ended March 31, 2024 and 2023, respectively. The decrease was primarily driven by lower activity levels in our North America Solutions and Offshore Gulf of Mexico segments. Refer to segment results below for further details.

Direct Operating Expenses, Excluding Depreciation and Amortization Direct operating expenses were $402.9 million and $450.3 million for the three months ended March 31, 2024 and 2023, respectively. The decrease was primarily attributable to the aforementioned lower activity levels. During the three months ended March 31, 2024, we recognized approximately $5.7 million in direct operating expenses associated with the fair value adjustment of contingent consideration related to potential earnout payments associated with our business acquisitions in fiscal year 2019, partially offset by a gain on involuntary conversion of a rig of approximately $5.5 million.

Selling, General and Administrative Expense Selling, general and administrative expenses increased to $62.0 million during the three months ended March 31, 2024 compared to $52.9 million during the three months ended March 31, 2023. The increase was primarily due to a $4.8 million increase in labor and labor-related expenses.

Gain on Investment Securities During the three months ended March 31, 2024, we recognized an aggregate gain of $3.7 million on investment securities. The gain was primarily due to a $8.3 million gain on our equity investment in ADNOC Drilling, partially offset by a $4.5 million loss on our investment in Tamboran Corp.; both of which were a result of fluctuations in the fair market value of the stocks. During the three months ended March 31, 2023, we recognized an aggregate gain of $39.8 million on investment securities. The gain was primarily due to a $42.6 million gain on our equity investment in ADNOC Drilling, partially offset by a $3.0 million loss on our investment in Tamboran Corp.; both of which were a result of fluctuations in the fair market value of the stocks.

Income Taxes For the three months ended March 31, 2024, we had income tax expense of $32.2 million compared to income tax expense of $51.1 million for the three months ended March 31, 2023. Our statutory federal income tax rate for fiscal year 2024 and 2023 is 21.0 percent (before incremental state and foreign taxes).

North America Solutions

(in thousands, except operating statistics)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	% Change
Operating revenues	$ 613,339	$ 675,780	(9.2) %
Direct operating expenses	341,938	379,611	(9.9)
Depreciation and amortization	97,573	89,070	9.5
Research and development	13,006	8,738	48.8
Selling, general and administrative expense	13,692	16,212	(15.5)
Segment operating income	$ 147,130	$ 182,149	(19.2)
Financial Data and Other Operating Statistics[1]:			
Direct margin (Non-GAAP)[2]	$ 271,401	$ 296,169	(8.4)
Revenue days[3]	14,123	16,488	(14.3)
Average active rigs[4]	155	183	(14.3)
Number of active rigs at the end of period[5]	152	179	(15.1)
Number of available rigs at the end of period	233	233	—
Reimbursements of "out-of-pocket" expenses	$ 73,584	$ 77,442	(5.0)

(1) These operating metrics and financial data, including average active rigs, are provided to allow investors to analyze the various components of segment financial results in terms of activity, utilization and other key results. Management uses these metrics to analyze historical segment financial results and as the key inputs for forecasting and budgeting segment financial results.

(2) Direct margin, which is considered a non-GAAP metric, is defined as operating revenues less direct operating expenses and is included as a supplemental disclosure because we believe it is useful in assessing and understanding our current operational performance, especially in making comparisons over time. See — Non-GAAP Measurements below for a reconciliation of segment operating income (loss) to direct margin.

(3) Defined as the number of contractual days we recognized revenue for during the period.

(4) Active rigs generate revenue for the Company; accordingly, 'average active rigs' represents the average number of rigs generating revenue during the applicable time period. This metric is calculated by dividing revenue days by total days in the applicable period (i.e., 91 days).

(5) Defined as the number of rigs generating revenue at the applicable end date of the time period.

Operating Revenues Operating revenues were $613.3 million and $675.8 million in the three months ended March 31, 2024 and 2023, respectively. The $62.5 million decrease in operating revenue was primarily due to a 14.3 percent decrease in activity levels partially offset by higher average pricing levels.

Direct Operating Expenses Direct operating expenses decreased to $341.9 million during the three months ended March 31, 2024 as compared to $379.6 million during the three months ended March 31, 2023. This decrease was primarily driven by lower activity levels, partially offset by an increase in per revenue day labor and materials and supplies expense.

Depreciation and Amortization Expense Depreciation and amortization expense increased to $97.6 million during the three months ended March 31, 2024 as compared to $89.1 million during the three months ended March 31, 2023. The increase was primarily driven by $7.3 million of accelerated depreciation recognized during the three months ended March 31, 2024 for components on rigs that are scheduled for conversion in fiscal year 2024.

Research and Development Expense Research and development expense increased to $13.0 million during the three months ended March 31, 2024 as compared to $8.7 million during the three months ended March 31, 2023. The increase was driven by an associated asset acquisition that occurred during the three months ended March 31, 2024.

Selling, General and Administrative Expense Selling, general and administrative expense decreased to $13.7 million during the three months ended March 31, 2024 as compared to $16.2 million during the three months ended March 31, 2023. The decrease was driven by a $3.5 million decrease in professional service fees.

International Solutions

(in thousands, except operating statistics)	Three Months Ended March 31, 2024	2023	% Change
Operating revenues	$ 45,878	$ 55,890	(17.9) %
Direct operating expenses	37,514	47,275	(20.6)
Depreciation	2,418	1,652	46.4
Selling, general and administrative expense	2,377	3,008	(21.0)
Segment operating income	$ 3,569	$ 3,955	(9.8)
Financial Data and Other Operating Statistics[1]:			
Direct margin (Non-GAAP)[2]	$ 8,364	$ 8,615	(2.9)
Revenue days[3]	1,038	1,263	(17.8)
Average active rigs[4]	11	14	(17.8)
Number of active rigs at the end of period[5]	11	15	(26.7)
Number of available rigs at the end of period	22	22	—
Reimbursements of "out-of-pocket" expenses	$ 1,964	$ 2,789	(29.6)

(1) These operating metrics and financial data, including average active rigs, are provided to allow investors to analyze the various components of segment financial results in terms of activity, utilization and other key results. Management uses these metrics to analyze historical segment financial results and as the key inputs for forecasting and budgeting segment financial results.

(2) Direct margin, which is considered a non-GAAP metric, is defined as operating revenues less direct operating expenses and is included as a supplemental disclosure because we believe it is useful in assessing and understanding our current operational performance, especially in making comparisons over time. See — Non-GAAP Measurements below for a reconciliation of segment operating income (loss) to direct margin.

(3) Defined as the number of contractual days we recognized revenue for during the period.

(4) Active rigs generate revenue for the Company; accordingly, 'average active rigs' represents the average number of rigs generating revenue during the applicable time period. This metric is calculated by dividing revenue days by total days in the applicable period (i.e., 91 days).

(5) Defined as the number of rigs generating revenue at the applicable end date of the time period.

Operating Revenues Operating revenues were $45.9 million and $55.9 million in the three months ended March 31, 2024 and 2023, respectively. The $10.0 million decrease in operating revenue was primarily due to a 17.8 percent decrease in activity levels.

Direct Operating Expenses Direct operating expenses decreased to $37.5 million during the three months ended March 31, 2024 as compared to $47.3 million during the three months ended March 31, 2023. This decrease was also primarily driven by a 17.8 percent decrease in activity levels.

Offshore Gulf of Mexico

(in thousands, except operating statistics)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	% Change
Operating revenues	$ 25,913	$ 34,979	(25.9) %
Direct operating expenses	23,010	25,688	(10.4)
Depreciation	1,941	1,904	1.9
Selling, general and administrative expense	884	700	26.3
Segment operating income	$ 78	$ 6,687	(98.8)
Financial Data and Other Operating Statistics[1]:			
Direct margin (Non-GAAP)[2]	$ 2,903	$ 9,291	(68.8)
Revenue days[3]	273	360	(24.2)
Average active rigs[4]	3	4	(24.2)
Number of active rigs at the end of period[5]	3	4	(25.0)
Number of available rigs at the end of period	7	7	—
Reimbursements of "out-of-pocket" expenses	$ 8,857	$ 7,994	10.8

(1) These operating metrics and financial data, including average active rigs, are provided to allow investors to analyze the various components of segment financial results in terms of activity, utilization and other key results. Management uses these metrics to analyze historical segment financial results and as the key inputs for forecasting and budgeting segment financial results.

(2) Direct margin, which is considered a non-GAAP metric, is defined as operating revenues less direct operating expenses and is included as a supplemental disclosure because we believe it is useful in assessing and understanding our current operational performance, especially in making comparisons over time. See — Non-GAAP Measurements below for a reconciliation of segment operating income (loss) to direct margin.

(3) Defined as the number of contractual days we recognized revenue for during the period.

(4) Active rigs generate revenue for the Company; accordingly, 'average active rigs' represents the average number of rigs generating revenue during the applicable time period. This metric is calculated by dividing revenue days by total days in the applicable period (i.e., 91 days).

(5) Defined as the number of rigs generating revenue at the applicable end date of the time period.

Operating Revenues Operating revenues were $25.9 million and $35.0 million in the three months ended March 31, 2024 and 2023, respectively. The $9.1 million decrease in operating revenue was primarily due to a 24.2 percent decrease in activity.

Direct Operating Expenses Direct operating expenses decreased to $23.0 million during the three months ended March 31, 2024 as compared to $25.7 million during the three months ended March 31, 2023. This decrease was primarily driven by a decrease in activity levels as described above partially offset by a decrease in per revenue day labor and materials and supplies expense.

Other Operations

Results of our other operations, excluding corporate selling, general and administrative costs, and corporate depreciation, are as follows:

(in thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	% Change
Operating revenues	$ 18,559	$ 20,235	(8.3) %
Direct operating expenses	14,910	12,656	17.8
Depreciation	475	456	4.2
Selling, general and administrative expense	389	300	29.7
Operating income	$ 2,785	$ 6,823	(59.2)

Operating Revenues We continue to use our Captive insurance companies to insure the deductibles for our domestic workers' compensation, general liability, automobile liability claims programs, and medical stop-loss program and to insure the deductibles from the Company's international casualty and rig property programs. Operating revenues of $18.6 million and $20.2 million during the three months ended March 31, 2024 and 2023, respectively, primarily consisted of $15.8 million and $17.7 million, respectively, in intercompany premium revenues recorded by the Captives. These revenues were eliminated upon consolidation.

Direct Operating Expenses Direct operating expenses of $14.9 million and $12.7 million during the three months ended March 31, 2024 and 2023, respectively, primarily consisted of $1.6 million and $1.7 million, respectively, in adjustments to accruals for estimated losses allocated to the Captives, rig and casualty insurance premiums of $9.9 million and $10.9 million, respectively, and medical stop loss expenses of $3.2 million and $2.5 million, respectively. The change to accruals for estimated losses was primarily due to actuarial valuation adjustments by our third-party actuary.

Results of Operations for the Six Months Ended March 31, 2024 and 2023

Consolidated Results of Operations

Net Income We reported income of $180.0 million ($1.79 per diluted share) for the six months ended March 31, 2024 compared to income of $261.2 million ($2.46 per diluted share) for the six months ended March 31, 2023.

Operating Revenue Consolidated operating revenues were $1.4 billion and $1.5 billion for the six months ended March 31, 2024 and 2023, respectively. The decrease was primarily driven by lower activity levels in our North America Solutions and Offshore Gulf of Mexico segments. Refer to segment results below for further details.

Direct Operating Expenses, Excluding Depreciation and AmortizationDirect operating expenses were $807.3 million and $879.7 million for the six months ended March 31, 2024 and 2023, respectively. The decrease was primarily attributable to the aforementioned lower activity levels. During the six months ended March 31, 2024, we recognized $5.7 million in direct operating expenses associated with the fair value adjustment of contingent consideration related to potential earnout payments associated with our business acquisitions in fiscal year 2019, partially offset by a gain on involuntary conversion of a rig of approximately $5.5 million.

Selling, General and Administrative Expense Selling, general and administrative expenses increased to $118.6 million during the six months ended March 31, 2024 compared to $101.3 million during the six months ended March 31, 2023. The increase was primarily due to a $11.9 million increase in labor and labor-related expenses.

Asset Impairment Charges During the six months ended March 31, 2023, we recorded $12.1 million in asset impairment charges as the Company initiated a plan to decommission, scrap and/or sell certain assets including four international FlexRig® drilling rigs and four international conventional drilling rigs, and assets previously classified as Assets held-for-sale and additional equipment were written down to scrap value. Refer to segment results below for further details.

Gain (Loss) on Investment Securities During the six months ended March 31, 2024, we recognized an aggregate loss of $0.3 million on investment securities. The loss was primarily due to a $2.1 million loss on our equity investment in ADNOC Drilling, partially offset by a $1.8 million gain on our investment in Tamboran Corp.; both of which were a result of fluctuations in the fair market value of the stocks. During the six months ended March 31, 2023, we recognized an aggregate gain of $24.7 million on investment securities. The gain was primarily due to a $24.4 million gain on our equity investment in ADNOC Drilling caused by an increase in the fair market value of the stock.

Income Taxes For the six months ended March 31, 2024we had income tax expense of $62.3 million (which includes a discrete tax benefit of $0.9 million related to equity compensation) compared to income tax expense of $83.5 million (which includes a discrete tax expense of $0.2 million related to equity compensation) for the six months ended March 31, 2023. Our statutory federal income tax rate for fiscal year 2024 and 2023 is 21.0 percent (before incremental state and foreign taxes).

Table of Contents

North America Solutions

(in thousands, except operating statistics)	Six Months Ended March 31, 2024	Six Months Ended March 31, 2023	% Change
Operating revenues	$ 1,207,621	$ 1,302,943	(7.3) %
Direct operating expenses	680,146	746,466	(8.9)
Depreciation and amortization	184,592	178,884	3.2
Research and development	21,695	15,797	37.3
Selling, general and administrative expense	29,568	30,402	(2.7)
Asset impairment charges	—	3,948	(100.0)
Segment operating income	$ 291,620	$ 327,446	(10.9)
Financial Data and Other Operating Statistics[1]:			
Direct margin (Non-GAAP)[2]	527,475	556,477	(5.2)
Revenue days[3]	27,834	33,067	(15.8)
Average active rigs[4]	152	182	(15.8)
Number of active rigs at the end of period[5]	152	179	(15.1)
Number of available rigs at the end of period	233	233	—
Reimbursements of "out-of-pocket" expenses	$ 143,312	$ 156,601	(8.5)

(1) These operating metrics and financial data, including average active rigs, are provided to allow investors to analyze the various components of segment financial results in terms of activity, utilization and other key results. Management uses these metrics to analyze historical segment financial results and as the key inputs for forecasting and budgeting segment financial results.

(2) Direct margin, which is considered a non-GAAP metric, is defined as operating revenues less direct operating expenses and is included as a supplemental disclosure because we believe it is useful in assessing and understanding our current operational performance, especially in making comparisons over time. See — Non-GAAP Measurements below for a reconciliation of segment operating income (loss) to direct margin.

(3) Defined as the number of contractual days we recognized revenue for during the period.

(4) Active rigs generate revenue for the Company; accordingly, 'average active rigs' represents the average number of rigs generating revenue during the applicable time period. This metric is calculated by dividing revenue days by total days in the applicable period (i.e., 183 days).

(5) Defined as the number of rigs generating revenue at the applicable end date of the time period.

Operating Revenues Operating revenues were $1.2 billion and $1.3 billion in the six months ended March 31, 2024 and 2023, respectively. The $0.1 billion decrease in operating revenue was primarily due to a 15.8 percent decrease in activity levels partially offset by higher average pricing levels.

Direct Operating Expenses Direct operating expenses decreased to $680.1 million during the six months ended March 31, 2024 as compared to $746.5 million during the six months ended March 31, 2023. This decrease was primarily driven by lower activity levels, partially offset by a decrease in per revenue day labor and materials and supplies expense.

Depreciation and Amortization Expense Depreciation and amortization expense increased to $184.6 million during the six months ended March 31, 2024 as compared to $178.9 million during the six months ended March 31, 2023. The increase was primarily driven by $8.2 million of accelerated depreciation recognized during the six months ended March 31, 2024 for components on rigs that are scheduled for conversion in fiscal year 2024.

Research and Development Expense Research and development expense increased to $21.7 million during the six months ended March 31, 2024 as compared to $15.8 million during the six months ended March 31, 2023. The increase was driven by an associated asset acquisition that occurred during the six months ended March 31, 2024.

Asset Impairment Charges During the six months ended March 31, 2023, assets that were previously classified as Assets held-for-sale were either sold or written down to scrap value. The aggregate net book value of these remaining assets was $3.0 million, which exceeded the estimated scrap value of $0.3 million, resulting in a non-cash impairment charge of $2.7 million during the six months ended March 31, 2023. During the same period, we also identified additional equipment that met the asset held-for-sale criteria and were reclassified as Assets held-for-sale on our Unaudited Condensed Consolidated Balance Sheets. The aggregate net book value of the equipment of $1.4 million was written down to its estimated scrap value of $0.1 million, resulting in a non-cash impairment charge of $1.3 million during the six months ended March 31, 2023.

International Solutions

(in thousands, except operating statistics)	Six Months Ended March 31, 2024	2023	% Change
Operating revenues	$ 100,630	$ 110,691	(9.1) %
Direct operating expenses	82,033	88,252	(7.0)
Depreciation	4,752	3,044	56.1
Selling, general and administrative expense	4,853	5,717	(15.1)
Asset impairment charges	—	8,149	(100.0)
Segment operating income	$ 8,992	$ 5,529	62.6
Financial Data and Other Operating Statistics[1]:			
Direct margin (Non-GAAP)[2]	$ 18,597	$ 22,439	(17.1)
Revenue days[3]	2,211	2,403	(8.0)
Average active rigs[4]	12	13	(8.0)
Number of active rigs at the end of period[5]	11	15	(26.7)
Number of available rigs at the end of period	22	22	—
Reimbursements of "out-of-pocket" expenses	$ 5,348	$ 5,645	(5.3)

(1) These operating metrics and financial data, including average active rigs, are provided to allow investors to analyze the various components of segment financial results in terms of activity, utilization and other key results. Management uses these metrics to analyze historical segment financial results and as the key inputs for forecasting and budgeting segment financial results.

(2) Direct margin, which is considered a non-GAAP metric, is defined as operating revenues less direct operating expenses and is included as a supplemental disclosure because we believe it is useful in assessing and understanding our current operational performance, especially in making comparisons over time. See — Non-GAAP Measurements below for a reconciliation of segment operating income (loss) to direct margin.

(3) Defined as the number of contractual days we recognized revenue for during the period.

(4) Active rigs generate revenue for the Company; accordingly, 'average active rigs' represents the average number of rigs generating revenue during the applicable time period. This metric is calculated by dividing revenue days by total days in the applicable period (i.e., 183 days).

(5) Defined as the number of rigs generating revenue at the applicable end date of the time period

Operating Revenues Operating revenues were $100.6 million and $110.7 million in the six months ended March 31, 2024 and 2023, respectively. The $10.1 million decrease in operating revenue was primarily due to an 8.0 percent decrease in activity levels partially offset by higher average pricing levels.

Direct Operating Expenses Direct operating expenses decreased to $82.0 million during the six months ended March 31, 2024 as compared to $88.3 million during the six months ended March 31, 2023. This decrease was also primarily driven by a 8.0 percent decrease in activity levels.

Asset Impairment Charges During the six months ended March 31, 2023, the Company initiated a plan to decommission and scrap four international FlexRig® drilling rigs and four conventional drilling rigs located in Argentina that are not suitable for unconventional drilling. As a result, these rigs were reclassified to Assets held-for-sale on our Unaudited Condensed Consolidated Balance Sheets as of March 31, 2023. The rigs' aggregate net book value of $8.8 million was written down to the estimated scrap value of $0.7 million, which resulted in a non-cash impairment charge of $8.1 million during the six months ended March 31, 2023.

Offshore Gulf of Mexico

(in thousands, except operating statistics)	Six Months Ended March 31, 2024	2023	% Change
Operating revenues	$ 51,444	$ 70,143	(26.7) %
Direct operating expenses	42,589	51,379	(17.1)
Depreciation	4,009	3,798	5.6
Selling, general and administrative expense	1,716	1,533	11.9
Segment operating income	$ 3,130	$ 13,433	(76.7)
Financial Data and Other Operating Statistics[1]*:*			
Direct margin (Non-GAAP)[2]	8,855	18,764	(52.8)
Revenue days[3]	562	728	(22.8)
Average active rigs[4]	3	4	(22.8)
Number of active rigs at the end of period[5]	3	4	(25.0)
Number of available rigs at the end of period	7	7	—
Reimbursements of "out-of-pocket" expenses	$ 16,684	$ 15,183	9.9

(1) These operating metrics and financial data, including average active rigs, are provided to allow investors to analyze the various components of segment financial results in terms of activity, utilization and other key results. Management uses these metrics to analyze historical segment financial results and as the key inputs for forecasting and budgeting segment financial results.

(2) Direct margin, which is considered a non-GAAP metric, is defined as operating revenues less direct operating expenses and is included as a supplemental disclosure because we believe it is useful in assessing and understanding our current operational performance, especially in making comparisons over time. See — Non-GAAP Measurements below for a reconciliation of segment operating income (loss) to direct margin.

(3) Defined as the number of contractual days we recognized revenue for during the period.

(4) Active rigs generate revenue for the Company; accordingly, 'average active rigs' represents the average number of rigs generating revenue during the applicable time period. This metric is calculated by dividing revenue days by total days in the applicable period (i.e., 183 days).

(5) Defined as the number of rigs generating revenue at the applicable end date of the time period

Operating Revenues Operating revenues were $51.4 million and $70.1 million in the six months ended March 31, 2024 and 2023, respectively. The $18.7 million decrease in operating revenue was primarily due to a 22.8 percent decrease in activity levels.

Direct Operating Expenses Direct operating expenses decreased to $42.6 million during the six months ended March 31, 2024 as compared to $51.4 million during the six months ended March 31, 2023. This decrease was primarily driven by a decrease in activity levels as described above.

Other Operations

Results of our other operations, excluding corporate selling, general and administrative costs, and corporate depreciation, are as follows:

(in thousands)	Six Months Ended March 31, 2024	2023	% Change
Operating revenues	$ 36,367	$ 39,146	(7.1) %
Direct operating expenses	31,999	26,245	21.9
Depreciation	947	913	3.7
Selling, general and administrative expense	703	488	44.1
Operating income	2,718	11,500	(76.4)

Operating Revenues We continue to use our Captive insurance companies to insure the deductibles for our domestic workers' compensation, general liability, automobile liability claims programs, and medical stop-loss program and to insure the deductibles from the Company's international casualty and rig property programs. Operating revenues of $36.4 million and $39.1 million during the six months ended March 31, 2024 and 2023, respectively, primarily consisted of $31.0 million and $34.1 million, respectively, in intercompany premium revenues recorded by the Captives. These revenues were eliminated upon consolidation.

Direct Operating Expenses Direct operating expenses of $32.0 million and $26.2 million during the six months ended March 31, 2024 and 2023, respectively, primarily consisted of $5.1 million and $4.7 million, respectively, in adjustments to accruals for estimated losses allocated to the Captives, rig and casualty insurance premiums of $19.0 million and $20.9 million, respectively, and medical stop loss expenses of $7.3 million and $5.3 million, respectively. The change to accruals for estimated losses was primarily due to actuarial valuation adjustments by our third-party actuary.

Liquidity and Capital Resources

Sources of Liquidity

Our sources of available liquidity include existing cash balances on hand, cash flows from operations, and availability under the 2018 Credit Facility. Our liquidity requirements include meeting ongoing working capital needs, funding our capital expenditure projects, paying dividends declared, and repaying our outstanding indebtedness. Historically, we have financed operations primarily through internally generated cash flows. During periods when internally generated cash flows are not sufficient to meet liquidity needs, we may utilize cash on hand, borrow from available credit sources, access capital markets or sell our investments. Likewise, if we are generating excess cash flows or have cash balances on hand beyond our near-term needs, we may return cash to shareholders through dividends or share repurchases, or we may invest in highly rated short-term money market and debt securities. These investments can include U.S. Treasury securities, U.S. Agency issued debt securities, highly rated corporate bonds and commercial paper, certificates of deposit and money market funds. However, in some international locations we may make short-term investments that are less conservative, as equivalent highly rated investments are unavailable. See—Note 2—Summary of Significant Accounting Policies, Related Risks and Uncertainties—International Solutions Drilling Risks.

We may seek to access the debt and equity capital markets from time to time to raise additional capital, increase liquidity as necessary, fund our additional purchases, exchange or redeem senior notes, or repay any amounts under the 2018 Credit Facility. Our ability to access the debt and equity capital markets depends on a number of factors, including our credit rating, market and industry conditions and market perceptions of our industry, general economic conditions, our revenue backlog and our capital expenditure commitments.

Cash Flows

Our cash flows fluctuate depending on a number of factors, including, among others, the number of our drilling rigs under contract, the revenue we receive under those contracts, the efficiency with which we operate our drilling rigs, the timing of collections on outstanding accounts receivable, the timing of payments to our vendors for operating costs, and capital expenditures. As our revenues increase, operating net working capital is typically a use of capital, while conversely, as our revenues decrease, operating net working capital is typically a source of capital. To date, general inflationary trends have not had a material effect on our operating margins or cash flows as we have been able to offset these cumulative cost trends with rate increases.

As of March 31, 2024, we had cash and cash equivalents of $193.6 million, restricted cash of $68.5 million and short-term investments of $83.4 million. Our cash flows for the six months ended March 31, 2024, and 2023 are presented below:

	Six Months Ended March 31,	
(in thousands)	2024	2023
Net cash provided by (used in):		
Operating activities	$ 318,517	$ 326,254
Investing activities	(224,473)	(119,206)
Financing activities	(148,099)	(263,154)
Net decrease in cash and cash equivalents and restricted cash	$ (54,055)	$ (56,106)

Operating Activities

Our operating net working capital (non-GAAP) as of March 31, 2024 and September 30, 2023 is presented below:

(in thousands)	March 31, 2024	September 30, 2023
Total current assets	$ 948,780	$ 1,006,625
Less:		
Cash and cash equivalents	193,636	257,174
Short-term investments	83,390	93,600
Assets held-for-sale	—	645
Prepaid property, plant and equipment	12,823	21,821
	658,931	633,385
Total current liabilities	438,837	418,931
Less:		
Dividends payable	42,047	25,194
	$ 396,790	$ 393,737
Operating net working capital (non-GAAP)	$ 262,141	$ 239,648

Cash flows provided by operating activities were approximately $318.5 million and $326.3 million for the six months ended March 31, 2024 and 2023, respectively. The change in cash provided by operating activities is primarily driven by lower activity levels partially offset by higher average pricing levels and a reduced negative impact from increases in operating net working capital. For the purpose of understanding the impact on our cash flows from operating activities, operating net working capital is calculated as current assets, excluding cash and cash equivalents, short-term investments, assets held-for-sale, and prepaid property, plant and equipment, less current liabilities, excluding dividends payable.

Operating net working capital was $262.1 million and $239.6 million as of March 31, 2024 and September 30, 2023, respectively. This metric is considered a non-GAAP measure of the Company's liquidity. The Company considers operating net working capital to be a supplemental measure for presenting and analyzing trends in our cash flows from operations over time. Likewise, the Company believes that operating net working capital is useful to investors because it provides a means to evaluate the operating performance of the business using criteria that are used by our internal decision makers.

Investing Activities

Capital Expenditures Our capital expenditures during the six months ended March 31, 2024 were $254.7 million compared to $181.5 million during the six months ended March 31, 2023. The increase in capital expenditures is driven by the timing of procurement associated with equipment overhauls and certain long-term projects including the procurement of long lead items for international expansion projects.

Net Sales of Short-Term Investments Our net sales of short-term investments during the six months ended March 31, 2024 were $12.4 million compared to net sales of $33.3 million during the six months ended March 31, 2023. The change in activity is driven by our ongoing liquidity management.

Purchases of Long-Term Investments Our purchases of long-term investments during the six months ended March 31, 2024 were $8.0 million compared to $18.8 million during the six months ended March 31, 2023. During the six months ended March 31, 2024, our activity was driven by $8.0 million in purchases of various equity and debt securities. The activity during the six months ended March 31, 2023 was driven by our $14.1 million equity investment in Tamboran Corp.

Insurance Proceeds from Involuntary Conversion In November 2022, a fire at a wellsite caused substantial damage to one of our super spec-rigs within our North America Solutions segment. The major components were destroyed beyond repair and considered a total loss, and, as a result, these assets were written off and the rig was removed from our available rig count. At the time of the loss, the rig was fully insured under replacement cost insurance. During the six months ended March 31, 2024, we collected $5.0 million of the total expected insurance proceeds. The total insurance proceeds received during the period exceeds the recognized loss and therefore was recognized as a gain within operating income during the three months ended March 31, 2024.

Sale of Assets Our proceeds from asset sales during the six months ended March 31, 2024 were $20.9 million compared to proceeds of $47.7 million during the six months ended March 31, 2023. The decrease in proceeds is mainly driven by lower rig activity which drives lower reimbursement from customers for lost or damaged drill pipe and other used drilling equipment.

Financing Activities

Dividends We paid dividends of $0.84 per share, comprised of a base cash dividend of $0.50 and a supplemental cash dividend of $0.34, during the six months ended March 31, 2024. Comparatively, during the six months ended March 31, 2023, we paid dividends of $0.97 per share, comprising of a base cash dividend of $0.50 and a supplemental cash dividend of $0.47. Total dividends paid were $84.4 million and $102.9 million during the six months ended March 31, 2024 and 2023, respectively.

Repurchase of Shares The Company has an evergreen authorization from the Board of Directors for the repurchase of up to four million common shares in any calendar year. The repurchases are made using our cash and cash equivalents or other available sources. During the six months ended March 31, 2024, we repurchased 1.4 million common shares at an aggregate cost of $51.6 million, including excise tax of $0.3 million. During the six months ended March 31, 2023, we repurchased 3.4 million common shares at an aggregate cost of $145.8 million (including excise tax of $0.8 million).

Senior Notes

2.90% Senior Notes due 2031 On September 29, 2021, we issued $550.0 million aggregate principal amount of the 2.90 percent 2031 Notes in an offering to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act (“Rule 144A”) and to certain non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act (“Regulation S”). Interest on the 2031 Notes is payable semi-annually on March 29 and September 29 of each year, commencing on March 29, 2022.

In June 2022, we settled a registered exchange offer (the “Registered Exchange Offer”) to exchange the 2031 Notes for new, SEC-registered notes that are substantially identical to the terms of the 2031 Notes, except that the offer and issuance of the new notes have been registered under the Securities Act and certain transfer restrictions, registration rights and additional interest provisions relating to the 2031 Notes do not apply to the new notes. All of the 2031 Notes were exchanged in the Registered Exchange Offer.

The indenture governing the 2031 Notes contains certain covenants that, among other things and subject to certain exceptions, limit the ability of the Company and its subsidiaries to incur certain liens; engage in sale and lease-back transactions; and consolidate, merge or transfer all or substantially all of the assets of the Company. The indenture governing the 2031 Notes also contains customary events of default with respect to the 2031 Notes.

Credit Facility

On November 13, 2018, we entered into a credit agreement by and among the Company, as borrower, Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto, which was amended on November 13, 2019, providing for an unsecured revolving credit facility (as amended, the “2018 Credit Facility”), that was set to mature on November 13, 2024. On April 16, 2021, lenders with $680.0 million of commitments under the 2018 Credit Facility exercised their option to extend the maturity of the 2018 Credit Facility from November 13, 2024 to November 12, 2025. No other terms of the 2018 Credit Facility were amended in connection with this extension. On March 8, 2022, we entered into the second amendment to the 2018 Credit Facility, which, among other things, raised the number of potential future extensions of the maturity date applicable to extending lenders from one to two such potential extensions and replaced provisions in respect of interest rate determinations that were based on the London Interbank Offered Rate with provisions based on the Secured Overnight Financing Rate. Additionally, lenders with $680.0 million of commitments under the 2018 Credit Facility exercised their option to extend the maturity of the 2018 Credit Facility from November 12, 2025 to November 11, 2026. On February 10, 2023, lenders with $680.0 million of commitments under the 2018 Credit Facility exercised their option to extend the maturity of the 2018 Credit Facility from November 11, 2026 to November 12, 2027. The remaining $70.0 million of commitments under the 2018 Credit Facility will expire on November 13, 2024, unless extended by the applicable lender before such date.

The 2018 Credit Facility has $750.0 million in aggregate availability with a maximum of $75.0 million available for use as letters of credit. As of March 31, 2024, there were no borrowings or letters of credit outstanding, leaving $750.0 million available to borrow under the 2018 Credit Facility. For a full description of the 2018 Credit Facility, see Note 6—Debt to the Consolidated Financial Statements in our 2023 Annual Report on Form 10-K.

As of March 31, 2024, we had $95.0 million in uncommitted bilateral credit facilities, for the purpose of obtaining the issuance of international letters of credit, bank guarantees, and performance bonds. Of the $95.0 million, $40.0 million was outstanding as of March 31, 2024. Separately, we had $5.0 million in standby letters of credit and bank guarantees outstanding. In total, we had $45.0 million outstanding as of March 31, 2024.

The applicable agreements for all unsecured debt contain additional terms, conditions and restrictions that we believe are usual and customary in unsecured debt arrangements for companies that are similar in size and credit quality. At March 31, 2024, we were in compliance with all debt covenants.

Future Cash Requirements

Our operating cash requirements, scheduled debt repayments, interest payments, any declared dividends, and estimated capital expenditures for fiscal year 2024 are expected to be funded through current cash and cash to be provided from operating activities. However, there can be no assurance that we will continue to generate cash flows at current levels. If needed, we may decide to obtain additional funding from our $750.0 million 2018 Credit Facility. We currently do not anticipate the need to draw on the 2018 Credit Facility. Our indebtedness under our unsecured senior notes totaled $550.0 million at March 31, 2024 and matures on September 29, 2031.

As of March 31, 2024, we had a $502.1 million deferred tax liability on our Unaudited Condensed Consolidated Balance Sheets, primarily related to temporary differences between the financial and income tax basis of property, plant and equipment. Our capital expenditures over the last several years have been subject to accelerated depreciation methods (including bonus depreciation) available under the Internal Revenue Code of 1986, as amended, enabling us to defer a portion of cash tax payments to future years. Future levels of capital expenditures and results of operations will determine the timing and amount of future cash tax payments. We expect to be able to meet any such obligations utilizing cash and investments on hand, as well as cash generated from ongoing operations.

As of March 31, 2024, we have recorded unrecognized tax benefits and related interest and penalties of approximately $3.4 million. We believe it is reasonably possible that up to $2.8 million of the unrecognized tax benefits, interest and penalties will be recognized as of June 30, 2024 as a result of a lapse of the statute of limitations. Any further reversals or payments of the liability cannot be estimated at this time.

A base cash dividend of $0.25 per share and a quarterly supplemental cash dividend of $0.17 per share were declared on February 28, 2024 for shareholders of record on May 17, 2024, payable on May 31, 2024, resulting in a Dividend payable of $42.0 million on our Unaudited Condensed Consolidated Balance Sheets as of March 31, 2024.

The long-term debt to total capitalization ratio was 16.4 percent and 16.6 percent at March 31, 2024 and September 30, 2023, respectively. For additional information regarding debt agreements, refer to Note 5—Debt to the Unaudited Condensed Consolidated Financial Statements.

There were no other significant changes in our financial position since September 30, 2023.

Material Commitments

Material commitments as reported in our 2023 Annual Report on Form 10-K have not changed significantly as of March 31, 2024, other than those disclosed in Note 11—Commitments and Contingencies to the Unaudited Condensed Consolidated Financial Statements.

Critical Accounting Policies and Estimates

Our accounting policies and estimates that are critical or the most important to understand our financial condition and results of operations, and that require management to make the most difficult judgments, are described in our 2023 Annual Report on Form 10-K. There have been no material changes in these critical accounting policies and estimates.

Recently Issued Accounting Standards

See Note 2—Summary of Significant Accounting Policies, Related Risks and Uncertainties to the Unaudited Condensed Consolidated Financial Statements for new accounting standards not yet adopted.

Non-GAAP Measurements

Direct Margin

Direct margin is considered a non-GAAP metric. We define "Direct margin" as operating revenues less direct operating expenses. Direct margin is included as a supplemental disclosure because we believe it is useful in assessing and understanding our current operational performance, especially in making comparisons over time. Direct margin is not a substitute for financial measures prepared in accordance with U.S. GAAP and should therefore be considered only as supplemental to such U.S. GAAP financial measures.

Table of Contents

The following table reconciles direct margin to segment operating income, which we believe is the financial measure calculated and presented in accordance with U.S. GAAP that is most directly comparable to direct margin.

	Three Months Ended March 31, 2024		
(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico
Segment operating income	$ 147,130	$ 3,569	$ 78
Add back:			
Depreciation and amortization	97,573	2,418	1,941
Research and development	13,006	—	—
Selling, general and administrative expense	13,692	2,377	884
Direct margin (Non-GAAP)	$ 271,401	$ 8,364	$ 2,903

	Three Months Ended March 31, 2023		
(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico
Segment operating income	$ 182,149	$ 3,955	$ 6,687
Add back:			
Depreciation and amortization	89,070	1,652	1,904
Research and development	8,738	—	—
Selling, general and administrative expense	16,212	3,008	700
Direct margin (Non-GAAP)	$ 296,169	$ 8,615	$ 9,291

	Six Months Ended March 31, 2024		
(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico
Segment operating income	$ 291,620	$ 8,992	$ 3,130
Add back:			
Depreciation and amortization	184,592	4,752	4,009
Research and development	21,695	—	—
Selling, general and administrative expense	29,568	4,853	1,716
Direct margin (Non-GAAP)	$ 527,475	$ 18,597	$ 8,855

	Six Months Ended March 31, 2023		
(in thousands)	North America Solutions	International Solutions	Offshore Gulf of Mexico
Segment operating income	$ 327,446	$ 5,529	$ 13,433
Add back:			
Depreciation and amortization	178,884	3,044	3,798
Research and development	15,797	—	—
Selling, general and administrative expense	30,402	5,717	1,533
Asset impairment charges	3,948	8,149	—
Direct margin (Non-GAAP)	$ 556,477	$ 22,439	$ 18,764

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For a description of our market risks, see the following:

- Note 10—Fair Value Measurement of Financial Instruments to the Unaudited Condensed Consolidated Financial Statements contained in Item 1 of Part I hereof with regard to equity price risk which is incorporated herein by reference;
- "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in our 2023 Annual Report on Form 10-K filed with the SEC on November 8, 2023;
- Note 5—Debt to the Unaudited Condensed Consolidated Financial Statements contained in Item 1 of Part I hereof with regard to interest rate risk which is incorporated herein by reference; and
- Note 2—Summary of Significant Accounting Policies, Related Risks and Uncertainties to the Unaudited Condensed Consolidated Financial Statements contained in Item 1 of Part I hereof with regard to foreign currency exchange rate risk which is incorporated herein by reference.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, an evaluation was performed with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of March 31, 2024 at ensuring that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no material changes in our internal controls over financial reporting that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See Note 11—Commitments and Contingencies to the Unaudited Condensed Consolidated Financial Statements for information regarding our legal proceedings.

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors previously disclosed in Part I, Item 1A— "Risk Factors" in our 2023 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth the information with respect to our repurchases of common shares during the three months ended March 31, 2024 (in thousands except per share amounts):

Period	Total Number of Shares Purchased[1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs[1]
January 1 - January 31	—	—	—	4,000
February 1 - February 29	—	—	—	4,000
March 1 - March 31	102	$ 38.67	102	3,898
Total	102		102	

(1) The Company has an evergreen authorization from the Board for the repurchase of up to four million common shares in any calendar year. The repurchases may be made using our cash and cash equivalents or other available sources. Shares of stock repurchased pursuant to such authorization are held as treasury shares.

ITEM 5. OTHER INFORMATION

(c) Trading Plans

On February 29, 2024 , Cara Hair , Senior Vice President , Corporate Services and Chief Legal and Compliance Officer, adopted a trading plan intended to satisfy Rule 10b5-1(c) to sell up to 74,851 shares of Company common stock between May 31, 2024 and February 28, 2025, subject to certain conditions, all of which shares are to be acquired upon the exercise of employee stock options.

On March 1, 2024 , Michael Lennox , Senior Vice President , U.S. Land Operations of Helmerich & Payne International Drilling Co., adopted a trading plan intended to satisfy Rule 10b5-1(c) to sell up to 18,400 shares of Company common stock between May 31, 2024 and October 31, 2024, subject to certain conditions, 8,400 of which shares are to be acquired upon the exercise of employee stock options.

ITEM 6. EXHIBITS

The following documents are included as exhibits to this Form 10-Q. Those exhibits below that are incorporated herein by reference are indicated as such by the information supplied in the parenthetical thereafter. If no parenthetical appears after an exhibit, the exhibit is filed or furnished herewith.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Helmerich & Payne, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221).
3.2	Amended and Restated By-laws of Helmerich & Payne, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on March 3, 2023, SEC File No. 001-04221).
10.1	Helmerich & Payne, Inc. 2024 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 99.1 of the Company's Form S-8 filed on February 28, 2024, SEC File No. 001-04221).
10.2	Form of Restricted Stock Award Agreement for the Helmerich & Payne 2024 Omnibus Incentive Plan applicable to Directors.
10.3	Transition Services and Retirement Agreement by and between Mark Smith and Helmerich & Payne, Inc.
31.1	Certification of Chief Executive Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Financial statements from the quarterly report on Form 10-Q of Helmerich & Payne, Inc. for the quarter ended March 31, 2024, filed on April 24, 2024, formatted in Inline Extensive Business Reporting Language (XBRL): (i) the Unaudited Condensed Consolidated Balance Sheets, (ii) the Unaudited Condensed Consolidated Statements of Operations, (iii) the Unaudited Condensed Consolidated Statements of Comprehensive Income, (iv) the Unaudited Condensed Consolidated Statements of Shareholders' Equity, (v) the Unaudited Condensed Consolidated Statements of Cash Flows and (vi) the Notes to Unaudited Condensed Consolidated Financial Statements.
104	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

			HELMERICH & PAYNE, INC. (Registrant)
Date:	April 24, 2024	By:	/S/ JOHN W. LINDSAY
			John W. Lindsay Director, President and Chief Executive Officer
Date:	April 24, 2024	By:	/S/ MARK W. SMITH
			Mark W. Smith Senior Vice President and Chief Financial Officer (Principal Financial Officer)

Exhibit 10.2

Helmerich & Payne, Inc.

2024 Omnibus Incentive Plan

Director Restricted Stock Award Agreement

Participant Name:________________________

Date of Grant: ____________

Shares Subject to Restricted Stock Award: ____________

Vesting Date: First anniversary of the Date of Grant

Director Restricted Stock Award Agreement
Under the Helmerich & Payne, Inc.
2024 Omnibus Incentive Plan

THIS DIRECTOR RESTRICTED STOCK AWARD AGREEMENT (this “Award Agreement”), is made as of the grant date (the “Date of Grant”) set forth on the cover page of this Award Agreement (the “Cover Page”), by and between the participant named on the Cover Page (the “Participant”) and Helmerich & Payne, Inc. (the “Company”).

W I T N E S S E T H:

WHEREAS, the Participant is a director of the Company, and it is important to the Company that the Participant be encouraged to continue to provide services to the Company; and

WHEREAS, in recognition of such facts, the Company desires to provide to the Participant an opportunity to receive Common Shares of the Company, as hereinafter provided, pursuant to the Helmerich & Payne, Inc. 2024 Omnibus Incentive Plan (the “Plan”), a copy of which has been provided to the Participant; and

WHEREAS, any capitalized terms used but not defined herein have the same meanings given them in the Plan.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth and for good and valuable consideration, the Participant and the Company hereby agree as follows:

Section 1. *Grant of Restricted Stock Award*. The Company hereby grants to the Participant an award (the “Restricted Stock Award”) of _____________ (____) Shares, under and subject to the terms and conditions of this Award Agreement and the Plan which is incorporated herein by reference and made a part hereof for all purposes.

Section 2. *Stock Held by Company*. The Restricted Stock Award shall be evidenced via a book entry registration or the issuance of a stock certificate or certificates as determined by the Company. As a condition precedent to the book entry registration or the issuing of a certificate representing Shares subject to the Restricted Stock Award, the Participant must deliver to the Company a duly executed irrevocable stock power (in blank) covering such Shares represented by the certificate in the form of Exhibit A attached hereto. Shares subject to the Restricted Stock Award held by the Company pursuant to this Award Agreement shall constitute issued and outstanding shares of Common Stock of the Company for all corporate purposes, and the Participant shall be entitled to vote such Shares and shall receive all cash dividends thereon, provided that the right to vote or receive such dividends shall terminate with respect to Shares which have been forfeited as provided under this Award Agreement. While such Shares are held by the Company and until such Shares have vested, the Participant for whose benefit such Shares are held shall not have the right to encumber or otherwise change, sell, assign, transfer, pledge or otherwise dispose of such unvested Shares or any interest therein, and such unvested Shares shall not be subject to attachment or any other legal or equitable process brought by or on behalf of any creditor of such Participant; and any such attempt to attach or receive Shares in violation of this Award Agreement shall be null and void.

Section 3. *Vesting of Restricted Stock Award*.

(a) *Vesting Schedule*. Subject to the applicable provisions of the Plan and this Award Agreement, the Restricted Stock Award shall vest on the first anniversary of the Date of Grant (the “Vesting Date”). Unless vesting is accelerated pursuant to the terms of Section 5 hereof, unvested Shares subject to the Restricted Stock Award shall be forfeited immediately following the Participant's termination of service prior to the Vesting Date.

(b) *Delivery of Shares*. Reasonably promptly following vesting of a Share, the Company shall cause to be delivered to the Participant a certificate (or make a book entry in the Participant's name) evidencing such Share, free of the legend described in Section 8.

Section 4. *Nontransferability of Restricted Stock Award*. The Restricted Stock Award shall not be transferable by the Participant otherwise than by will or the laws of descent and distribution. Any attempted assignment, transfer, pledge, hypothecation or other disposition of the Restricted Stock Award contrary to the provisions hereof shall be null and void and without effect.

Section 5. *Acceleration of Awards*. In the event of the Participant's death or Disability (treating service as a director of the Company as "employment" under the terms of the Plan), all unvested Shares subject to this Restricted Stock Award shall become vested upon such date. The Committee, in its sole discretion, otherwise may elect to accelerate the vesting for all or any part of the Shares subject to the Restricted Stock Award on the date of the Participant's termination of service.

Section 6. *Change in Control*. Upon the occurrence of a Change in Control, this Restricted Stock Award shall be subject to Section 13 of the Plan.

Section 7. *Securities Law Restrictions*. The Restricted Stock Award shall not be vested to any extent, and the Company shall not be obligated to transfer any Shares to the Participant upon the vesting of the Restricted Stock Award, if such vesting, in the opinion of counsel for the Company, would violate the Securities Act of 1933, as amended (the "Securities Act"), or any other federal or state statutes having similar requirements as may be in effect at that time. The Company shall be under no obligation to register the Restricted Stock Award or the Shares underlying the Restricted Stock Award pursuant to the Securities Act or any other federal or state securities laws.

Section 8. *Legends*. The Shares that are subject to the Award shall be subject to the following legend:

"THE SHARES OF STOCK EVIDENCED BY THIS CERTIFICATE ARE SUBJECT TO AND ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THAT CERTAIN RESTRICTED STOCK AWARD AGREEMENT UNDER THE HELMERICH & PAYNE, INC. 2024 OMNIBUS INCENTIVE PLAN DATED THE [__] DAY OF [______], 20[__]. ANY ATTEMPTED TRANSFER OF THE SHARES OF STOCK EVIDENCED BY THIS CERTIFICATE IN VIOLATION OF SUCH RESTRICTED STOCK AWARD AGREEMENT SHALL BE NULL AND VOID AND WITHOUT EFFECT. A COPY OF THE RESTRICTED STOCK AWARD AGREEMENT MAY BE OBTAINED FROM THE SECRETARY OF HELMERICH & PAYNE, INC."

Section 9. *Notices*. All notices and other communications under this Award Agreement shall be in writing and shall be delivered personally or given by certified or registered mail with return receipt requested, and shall be deemed to have been duly given upon personal delivery or three days after mailing to the respective parties as follows: (a) if to the Company, Helmerich & Payne, Inc., 1437 South Boulder Avenue, Suite 1400, Tulsa, Oklahoma 74119, Attn: Secretary of the Company and (b) if to the Participant, using the contact information on file with the Company. Either party hereto may change such party's address for notices by notice duly given pursuant hereto.

Section 10. *Section 83(b) Election*. If the Participant makes an election under Section 83(b) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor section thereto, to be taxed with respect to the Shares subject to the Restricted Stock Award as of the Date of Grant, the Participant shall deliver a copy of such election to the Company immediately after filing such election with the Internal Revenue Service, together with any required tax withholding. The Participant hereby acknowledges that it is the Participant's sole responsibility to file timely the election under Section 83(b) of the Code.

Section 11. *Conflicts; Severability*. In the event of any conflicts between this Award Agreement and the Plan, the latter shall control. Should any provision of this Award Agreement be held by a court of competent jurisdiction to be unenforceable, or enforceable only if modified, such holding shall not affect the validity of the remainder of this Award Agreement, the balance of which shall continue to be binding upon the parties hereto with any such modification (if any) to become a part hereof and treated as though contained in this original Award Agreement.

Section 12. *No Part of Other Plans*. The benefits provided under this Award Agreement or the Plan shall not be deemed to be a part of or considered in the calculation of any other benefit provided by the Company or its Subsidiaries or Affiliates to the Participant.

Section 13. *Protections Against Violations of Agreement*. No purported sale, assignment, mortgage, hypothecation, transfer, pledge, encumbrance, gift, transfer in trust (voting or other) or other disposition of, or creation of a security interest in or lien on, the Restricted Stock Award or any of the Shares underlying it in violation of the provisions of this Award Agreement will be valid, and the Company will not transfer any such Shares on its books, unless and until there has been full compliance with such provisions to the satisfaction of the Company. The foregoing restrictions are in addition to and not in lieu of any other remedies, legal or equitable, available to enforce said provisions.

Section 14. *Failure to Enforce Not a Waiver*. The failure of the Company to enforce at any time any provision of this Award Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.

Section 15. *Participant and Award Subject to Plan*. As specific consideration to the Company for the Award, the Participant agrees to be bound by the terms of the Plan and this Award Agreement.

Section 16. *Dispute Resolution; Interpretation*. With respect to any claim or dispute related to or arising under this Award Agreement or the Restricted Stock Award, the parties hereto hereby consent to the exclusive jurisdiction, forum and venue of the state and federal courts located in Tulsa, Oklahoma. EACH PARTY HERETO WAIVES ALL RIGHT TO TRIAL BY JURY IN ANY ACTION, PROCEEDING, CLAIM OR COUNTERCLAIM ARISING OUT OF OR RELATING TO THIS AWARD AGREEMENT. If a court of competent jurisdiction determines that any provision of this Award Agreement is invalid or unenforceable, then the invalidity or unenforceability of that provision shall not affect the validity or enforceability of any other provision of this Award Agreement, and all other provisions shall remain in full force and effect.

* * * *

IN WITNESS WHEREOF, the parties have executed this Restricted Stock Award Agreement as of the day and year first above written.

HELMERICH & PAYNE, INC., a Delaware corporation

By:__

"COMPANY"

__

"PARTICIPANT"

EXHIBIT A

ASSIGNMENT SEPARATE FROM CERTIFICATE

FOR VALUE RECEIVED, _______________, an individual ("Grantee"), hereby irrevocably assigns and conveys to _________________________, those ___________________________________ (_______) shares of the Common Capital Stock of Helmerich & Payne, Inc., a Delaware corporation, $0.10 par value, subject to that certain Restricted Stock Award Agreement dated as of ________________, 20__ between Helmerich & Payne, Inc. and Grantee.

DATED: __

__

____

Exhibit 10.3

TRANSITION SERVICES AND RETIREMENT AGREEMENT

This TRANSITION SERVICES AND RETIREMENT AGREEMENT (this "Agreement") is entered into on this 22nd day of February, 2024 (the "Effective Date") by and between Helmerich & Payne, Inc. (the "Company") and Mark W. Smith ("Executive"). Executive and the Company are each referred to herein as a "Party" and collectively as the "Parties."

WHEREAS, Executive has informed the Company of his intention to retire, and Executive and the Company have agreed that Executive's retirement from his role as Senior Vice President and Chief Financial Officer of the Company will take effect on August 15, 2024 or such earlier date as agreed to with the Company (the "Transition Date"), and that, following the Transition Date, Executive will remain employed by the Company in the capacity of a Senior Advisor through December 31, 2024, in each case unless Executive's employment is earlier terminated in accordance with the terms hereof (such actual date of termination, the "Separation Date"); and

WHEREAS, Executive and the Company wish to set forth the terms and conditions of Executive's continued employment through his retirement as Senior Vice President and Chief Financial Officer and until the separation of his employment, and the related rights and obligations of the Parties, each as described in this Agreement.

NOW, THEREFORE, in consideration of the promises set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Resignation; Transition Services; Termination of Employment.

(a) *Resignation*. Effective as of the Transition Date, Executive hereby resigns his positions as Senior Vice President and Chief Financial Officer of the Company as well as all other positions he may then hold as an officer or director of the Company or any affiliate of the Company.

(b) *Transition Services*. Following the Transition Date and through the Separation Date (the "Transition Period"), Executive shall remain employed by the Company in the role of non-executive Senior Advisor and shall provide transition services as and when reasonably requested by the Company's Chief Executive Officer. Additionally, from and after the date hereof, Executive acknowledges and agrees that he will adhere to any agreement between Executive and the Company governing or otherwise concerning communications to internal and external stakeholders regarding the transition of Executive's role.

(i) Base Salary. From the date hereof through the Separation Date, Executive shall continue to receive his regular base salary at an annualized rate of $580,000 (payable in accordance with the Company's ordinary payroll practices).

(ii) STI Plan. Executive will remain eligible to earn an annual bonus under the Company's Annual Short-Term Incentive Bonus Plan (the "STI Plan") for the Company's fiscal year ending on September 30, 2024, the amount of which will be based on actual performance and which bonus will be payable at the same time as such bonuses are paid to other employees of the Company. For the avoidance of doubt, Executive will not be eligible to earn an annual bonus under the STI Plan for the Company's fiscal year ending on September 30, 2025.

(iii) Equity Compensation. For the avoidance of doubt, during the Transition Period, Executive shall continue to vest in all outstanding Company equity awards in accordance with the terms of the Helmerich & Payne, Inc. Amended and Restated 2020 Omnibus Incentive Plan (the "2020 Plan") and the award agreements issued to Executive thereunder (collectively, the "Award Agreements"). In addition, Executive's outstanding stock options, which were granted under the Helmerich & Payne, Inc. 2016 Omnibus Incentive Plan (the "2016 Plan") shall be treated as set forth in the 2016 Plan and the applicable award agreement. It is not anticipated that Executive will receive any further grants under the 2020 Plan following the date of this Agreement.

(iv) Benefits. From the date hereof through the Separation Date, Executive shall remain eligible for all other employee benefits for which Executive is eligible as of the Transition Date, subject to applicable plan terms as in effect from time to time. The Company reserves the right to amend, modify or discontinue its benefit programs from time to time and nothing herein will be construed to limit such right.

(c) *Termination of Employment*. Notwithstanding anything herein to the contrary, Executive's employment with the Company may end prior to December 31, 2024, as a result of (i) the Company's termination of Executive's employment for Cause or (ii) Executive's death or Disability. In the event of such earlier termination of employment, Executive shall receive no further payments hereunder and all then outstanding equity awards shall be governed as set forth in the applicable Award Agreement (*e.g.*, on account of a termination as a result of death, disability or for cause as defined and set forth therein). For purposes of this Agreement, the terms "Cause" and "Disability" shall have the meanings assigned to such terms in the 2020 Plan.

2. General Release of Claims.

(a) For good and valuable consideration, including the consideration set forth in Section 1(b) hereof, Executive knowingly and voluntarily (for and on behalf of Executive, Executive's family, and Executive's heirs, executors, administrators and assigns) hereby releases and forever discharges the Company and its affiliates, predecessors, successors and subsidiaries, and the foregoing entities' respective equity-holders, officers, directors, managers, members, partners, employees, agents, representatives, and other affiliated persons, and the Company's and its affiliates' benefit plans (and the fiduciaries and trustees of such plans) (collectively, the "Company Parties"), from liability for, and Executive hereby waives, any and all claims, damages, or causes of action of any kind related to Executive's employment with any Company Party and any other acts or omissions related to any matter occurring on or prior to the date that Executive executes this Agreement, including (i) any alleged violation through such time of: (A) any federal, state or local anti-discrimination or anti-retaliation law, regulation or ordinance, including the Age Discrimination in Employment Act of 1967 (including as amended by the Older Workers Benefit Protection Act), Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, Sections 1981 through 1988 of Title 42 of the United States Code and the Americans with Disabilities Act of 1990; (B) the Employee Retirement Income Security Act of 1974 ("ERISA"); (C) the Immigration Reform Control Act; (D) the National Labor Relations Act; (E) the Occupational Safety and Health Act; (F) the Family and Medical Leave Act of 1993; (G) the Texas Labor Code (specifically including the Texas Payday Law, the Texas Anti-Retaliation Act, Chapter 21 of the Texas Labor Code, and the Texas Whistleblower Act); (H) any federal, state or local wage and hour law; (I) any other local, state or federal law, regulation or ordinance; or (J) any public policy, contract, tort, or common law claim; (ii) any allegation for costs, fees, or other expenses including attorneys' fees incurred in or with respect to a Released Claim (as defined below); and (iii) any claim for compensation or benefits of any kind not expressly set forth in this Agreement (collectively, the "Released Claims"). This Agreement is not intended to indicate that any such claims exist or that, if they do exist, they are meritorious. Rather, Executive is simply agreeing that, in exchange for the consideration received by Executive pursuant to this Agreement, any and all potential claims of this nature that Executive may have against the Company Parties, regardless of whether they actually exist, are expressly settled, compromised and waived. **THIS RELEASE INCLUDES MATTERS ATTRIBUTABLE TO THE SOLE OR PARTIAL NEGLIGENCE (WHETHER GROSS OR SIMPLE) OR OTHER FAULT, INCLUDING STRICT LIABILITY, OF ANY OF THE COMPANY PARTIES.**

(b) In no event shall the Released Claims include (i) any claim that arises after the date that Executive signs this Agreement; (ii) any claim to vested benefits under an employee benefit plan that is subject to ERISA; (iii) any claim for breach of, or otherwise arising out of, this Agreement; or (iv) any claim for indemnification, advancement of expenses or D&O liability insurance coverage under any indemnification agreement with the Company or the Company's governing documents or the Company's D&O insurance policies. Further notwithstanding this release of liability, nothing in this Agreement prevents Executive from filing any non-legally waivable claim (including a challenge to the validity of this Agreement) with the Equal Employment Opportunity Commission ("EEOC") or comparable state or local agency or participating in (or cooperating with) any investigation or proceeding conducted by the EEOC or comparable state or local agency or cooperating in any such investigation or proceeding; however, Executive understands and agrees that Executive is waiving any and all rights to recover any monetary or personal relief from a Company Party as a result of such EEOC or comparable state or local agency or proceeding or subsequent legal actions. Further, nothing in this Agreement prohibits or restricts Executive from filing a charge or complaint with, or cooperating in any investigation with, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, or any other governmental agency, entity or authority (each, a "Government Agency"), in each case without prior notice to or consultation with the Company. This Agreement does not limit Executive's right to receive an award for information provided to a Government Agency.

3. Representations and Warranties Regarding Claims. Executive represents and warrants that, as of the time at which Executive signs this Agreement, Executive has not filed or joined any claims, complaints, charges, or lawsuits against any of the Company Parties with any governmental agency or with any state or federal court or arbitrator for, or with respect to, a matter, claim, or incident that occurred or arose out of one or more occurrences that took place on or prior to the time at which Executive signs this Agreement (excluding, for this purpose, any legally protected whistleblower claims). Executive further represents and warrants that Executive has not made any assignment, sale, delivery, transfer or conveyance of any rights Executive has asserted or may have against any of the Company Parties with respect to any Released Claim.

4. Cooperation. Executive agrees to reasonably cooperate with the Company in any internal investigation, any administrative, regulatory, or judicial proceeding or any dispute with a third party. Executive understands and agrees that Executive's cooperation may include, but not be limited to, making Executive available to the Company upon reasonable notice for interviews and factual investigations; appearing at the Company's request to give testimony without requiring service of a subpoena or other legal process; volunteering to the Company pertinent information received by Executive in Executive's capacity as an Executive; and turning over to the Company all relevant documents which are or may come into Executive's possession in Executive's capacity an Executive or otherwise, all at times and on schedules that are reasonably consistent with Executive's other permitted activities and commitments.

5. Executive's Covenants.

(a) *Confidential Information*. Executive acknowledges and agrees that by virtue of his employment with the Company, he has had and will continue to have access to the Company's and its affiliates' (collectively, the "Company Group" and each, individually, a "Company Group Member") trade secrets and other confidential information which is not known to the Company Group's competitors or within the Company Group's industry generally, which was developed by the Company Group over a long period of time and/or at its substantial expense, and which is of great competitive value to the Company Group (such information, "Confidential Information").

(b) *Non-Competition*. In exchange for the Company's provision to Executive of Confidential Information and to protect the Company Group's legitimate business interests, and the consideration set forth in Section 1(b) hereof, Executive hereby agrees that, for a period of one year following the Separation Date (the "Restricted Period"), Executive will not, directly or indirectly, engage in any Competing Business (as defined below) anywhere in the Restricted Area (as defined below) or perform management, executive or supervisory functions with respect to, own, operate, join, control, render financial assistance to, receive any economic benefit from, exert any influence upon, participate in, render services or advice to any entity engaged in a Competing Business. Executive may own, directly or indirectly, solely as a passive investment, securities of any entity traded on a national securities exchange if Executive is not a controlling person of, or a member of a group which controls, such entity and does not, directly or indirectly, own five percent or more of any class of securities of such entity. As used herein "Competing Business" means any business that is in the oilfield services industry and competitive with the business conducted by the Company as of immediately prior to the Effective Date. As used herein "Restricted Area" means any state in which the Company conducts business.

(c) *Non-Solicitation*. Executive hereby agrees that during the Restricted Period, Executive will not, directly or indirectly, solicit or recruit any person who at any time on or after the Effective Date is an officer, director, employee, consultant or independent contractor of any Company Group Member involved in the Business. Notwithstanding the foregoing, nothing in this Agreement shall prohibit (A) a general solicitation to the public of general advertising or similar methods of solicitation by search firms not specifically directed at any such individual or (B) Executive from soliciting or recruiting any such individual who has ceased to be employed or retained by any Company Group Member for at least 12 months. Executive hereby agrees that during the Restricted Period, Executive will not, directly or indirectly, induce, or attempt to induce, cause or solicit any customer, client or supplier of any Company Group Member to reduce or cease doing business with any Company Group Member, or in any way knowingly interfere with the relationship between any such customer, client or supplier of any Company Group Member, on the one hand, and any Company Group Member, on the other hand.

(d) *Enforcement*. The Parties specifically acknowledge and agree that the remedy at law for any breach of the covenants in this Section 5 may be inadequate and that the Company, in addition to any other relief available to it, shall be entitled to seek temporary and permanent injunctive relief. If the final judgment of a court of competent jurisdiction declares that any term or provision of this Section 5 is invalid or unenforceable, the Parties agree that the court making the determination of invalidity or unenforceability shall have the power to reduce the scope, duration, or area of the term or provision, to delete specific words or phrases, or to replace any invalid or unenforceable term or provision with a term or provision that is valid and enforceable and that comes closest to expressing the intention of the invalid or unenforceable term or provision, and this Agreement shall be enforceable as so modified after the expiration of the time within which the judgment may be appealed. In the event that any court will not reform such covenants, then the parties hereto agree to amend such provisions to set forth the maximum limitations permitted by applicable law.

(e) *Permitted Disclosures.* Nothing contained in this Agreement shall prevent Executive from filing, testifying, or participating in or otherwise assisting in a proceeding relating to, or reporting, an alleged violation of any federal, state, or municipal law relating to fraud or any rule, regulation, or investigation of a governmental agency (including, but not limited to, the Securities Exchange Commission), or making other disclosures that are protected under the whistleblower provisions of federal or state law or regulation. Prior authorization of the Company shall not be required to make any reports or disclosures under this Section 5(e).

6. Executive's Acknowledgements. By executing and delivering this Agreement, Executive expressly acknowledges that:

(a) Executive has been given at least 21 days to review and consider this Agreement. If Executive signs this Agreement before the expiration of 21 days after Executive's receipt of this Agreement, Executive has knowingly and voluntarily waived any longer consideration period than the one provided to Executive. No changes (whether material or immaterial) to this Agreement shall restart the running of this 21-day period;

(b) Executive is receiving, pursuant to this Agreement, consideration in addition to anything of value to which Executive is already entitled;

(c) Executive has been advised, and hereby is advised in writing, to discuss this Agreement with an attorney of Executive's choice and that Executive has had an adequate opportunity to do so prior to executing this Agreement;

(d) Executive fully understands the final and binding effect of this Agreement; the only promises made to Executive to sign this Agreement are those stated herein; and Executive is signing this Agreement knowingly, voluntarily and of Executive's own free will, and that Executive understands and agrees to each of the terms of this Agreement;

(e) The only matters relied upon by Executive in causing Executive to sign this Agreement are the provisions set forth in writing within the four corners of this Agreement; and

(f) No Company Party has provided any tax or legal advice regarding this Agreement, and Executive has had an adequate opportunity to receive sufficient tax and legal advice from advisors of Executive's own choosing such that Executive enters into this Agreement with full understanding of the tax and legal implications thereof.

7. Revocation Right. Notwithstanding the initial effectiveness of this Agreement upon execution by the Parties, Executive may revoke the delivery (and therefore the effectiveness) of this Agreement within the seven-day period beginning on the date that he signs this Agreement (such seven-day period being referred to herein as the "Release Revocation Period"). To be effective, such revocation must be in writing signed by Executive and must be delivered personally or by courier to the Company so that it is received by Cara Hair, Helmerich & Payne, Inc., 1437 South Boulder Avenue, Tusla, OK 74119, cara.hair@hpinc.com, no later than 11:59 pm CT on the last day of the Release Revocation Period. If an effective revocation is delivered in the foregoing manner and timeframe, the release of claims set forth in Section 2 will be of no force or effect and Executive will not receive the benefits set forth in Section 1 hereof.

8. Governing Law. This Agreement shall be governed by the laws of the State of Texas without reference to its principles of conflict of law. This Agreement is intended to supplement, and not supersede, any remedies or claims that may be available to the Company under applicable common and/or statutory law, including, without limitation, any common law and/or statutory claims relating to the misappropriation of trade secrets and/or unfair business practices.

9. Counterparts. This Agreement may be executed in several counterparts, including by .PDF or .GIF attachment to email or by facsimile, each of which is deemed to be an original, and all of which taken together constitute one and the same agreement.

10. **Amendment; Entire Agreement**. This Agreement may not be changed orally but only by an agreement in writing agreed to and signed by the Party to be charged. This Agreement and the Award Agreements constitute the entire agreement of the Parties with regard to the subject matter hereof and supersede all prior and contemporaneous agreements and understandings, oral or written, between Executive and any Company Party with regard to the subject matter hereof. For the avoidance of doubt, Executive acknowledges and agrees that the only separation-related pay and benefits to which he is entitled are those expressly set forth in this Agreement.

11. **Third-Party Beneficiaries**. Executive expressly acknowledges and agrees that each Company Party that is not a party to this Agreement shall be a third-party beneficiary of Section 2 hereof and entitled to enforce such provision as if it were a party hereto.

12. **Further Assurances**. Executive shall, and shall cause Executive's affiliates, representatives and agents to, from time to time at the request of the Company and without any additional consideration, furnish the Company with such further information or assurances, execute and deliver such additional documents, instruments and conveyances, and take such other actions and do such other things, as may be reasonably necessary or desirable, as determined in the sole discretion of the Company, to carry out the provisions of this Agreement.

14. **Severability**. Any term or provision of this Agreement (or part thereof) that renders such term or provision (or part thereof) or any other term or provision (or part thereof) hereof invalid or unenforceable in any respect shall be severable and shall be modified or severed to the extent necessary to avoid rendering such term or provision (or part thereof) invalid or unenforceable, and such modification or severance shall be accomplished in the manner that most nearly preserves the benefit of the Parties' bargain hereunder.

15. **Interpretation**. The Section headings have been inserted for purposes of convenience and shall not be used for interpretive purposes. The words "hereof," "herein" and "hereunder" and other compounds of the word "here" shall refer to the entire Agreement and not to any particular provision hereof. The use herein of the word "including" following any general statement, term or matter shall not be construed to limit such statement, term or matter to the specific items or matters set forth immediately following such word or to similar items or matters, whether or not non-limiting language (such as "without limitation", "but not limited to", or words of similar import) is used with reference thereto, but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term or matter. The word "or" as used herein is not exclusive and is deemed to have the meaning "and/or." Unless the context requires otherwise, all references herein to a law, agreement, instrument or other document shall be deemed to refer to such law, agreement, instrument or other document as amended, supplemented, modified and restated from time to time to the extent permitted by the provisions thereof. Neither this Agreement nor any uncertainty or ambiguity herein shall be construed against any Party, whether under any rule of construction or otherwise. This Agreement has been reviewed by each of the Parties and shall be construed and interpreted according to the ordinary meaning of the words used so as to fairly accomplish the purposes and intentions of the Parties.

16. **No Assignment**. No right to receive payments and benefits under this Agreement shall be subject to set off, offset, anticipation, commutation, alienation, assignment, encumbrance, charge, pledge or hypothecation or to execution, attachment, levy, or similar process or assignment by operation of law.

17. **Withholdings; Deductions**. The Company may withhold and deduct from any payments or benefits made or to be made pursuant to this Agreement (a) all federal, state, local and other taxes as may be required pursuant to any law or governmental regulation or ruling and (b) any other deductions consented to in writing by Executive.

18. **Section 409A**. This Agreement and the benefits provided hereunder are intended be exempt from, or compliant with, the requirements of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury regulations and other guidance issued thereunder (collectively, "Section 409A") and shall be construed and administered in accordance with such intent. Each installment payment under this Agreement shall be deemed and treated as a separate payment for purposes of Section 409A. Notwithstanding the foregoing, the Company makes no representations that the benefits provided under this Agreement are exempt from the requirements of Section 409A and in no event shall the Company or any other Company Party be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by Executive on account of non-compliance with Section 409A.

[Signature page follows.]

IN WITNESS WHEREOF, the Parties have executed this Agreement effective for all purposes as provided above.

EXECUTIVE

/s/ Mark W. Smith
Mark W. Smith

HELMERICH & PAYNE, INC.

By: /s/ John W. Lindsay
Name: John W. Lindsay
Title: President and CEO

SIGNATURE PAGE TO
TRANSITION SERVICES AND SEPARATION AGREEMENT

Exhibit 31.1

CERTIFICATION

I, John W. Lindsay, certify that:

1 I have reviewed this report on Form 10-Q of Helmerich & Payne, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 24, 2024

/s/ John W. Lindsay

John W. Lindsay

Director, President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Mark W. Smith, certify that:

1. I have reviewed this annual report on Form 10-Q of Helmerich & Payne, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 24, 2024

/s/ Mark W. Smith

Mark W. Smith

Senior Vice President and Chief Financial Officer

Exhibit 32

Certification of CEO and CFO Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Helmerich & Payne, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), John W. Lindsay, as Director, President and Chief Executive Officer of the Company, and Mark W. Smith, as Senior Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John W. Lindsay	/s/ Mark W. Smith
John W. Lindsay	Mark W. Smith
Director, President and Chief Executive Officer	*Senior Vice President and Chief Financial Officer*
Date: April 24, 2024	Date: April 24, 2024