

HELIX ENERGY SOLUTIONS GROUP INC  
Form 8-K  
January 06, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**

**The Securities Exchange Act of 1934**

**January 5, 2017 (January 4, 2017)**

**Date of Report (Date of earliest event reported)**

**HELIX ENERGY SOLUTIONS GROUP, INC.**

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

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

**(Commission  
File Number)**

**(IRS Employer  
Identification No.)**

**3505 West Sam Houston Parkway North**

**Suite 400**

**Houston, Texas**

**77043**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: 281-618-0400**

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Item 1.01 Entry into a Material Definitive Agreement**

### ***Underwriting Agreement***

On January 4, 2017, Helix Energy Solutions Group, Inc. (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Credit Suisse Securities (USA) LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters listed on Schedule A thereto (collectively, the *Underwriters*), in connection with an underwritten public offering (the *Offering*) of 23,000,000 shares of the *Company*'s common stock, no par value (the *Common Stock*), at a public offering price of \$8.65 per share of *Common Stock*. In addition, the *Company* granted the *Underwriters* a 30-day option to purchase up to 3,450,000 additional shares of *Common Stock* at the same price. On January 5, 2017, the *Underwriters* exercised in full their option to purchase additional shares. The *Company* expects the *Offering* to close on or about January 10, 2017, subject to the satisfaction of various customary closing conditions.

The *Company* estimates that the net proceeds from the *Offering* will be approximately \$219.6, after deducting underwriting discounts and commissions and estimated *Offering* expenses. The *Company* intends to use the net proceeds from the *Offering* for general corporate purposes, which may include debt repayment, capital expenditures, working capital, acquisitions or investments in its subsidiaries.

The *Underwriting Agreement* contains customary representations, warranties and agreements of the *Company*, and customary conditions to closing, obligations of the parties and termination provisions. The *Company* has agreed to indemnify the *Underwriters* against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the *Securities Act*).

Certain of the *Underwriters* or their respective affiliates have, from time to time, performed, and may in the future perform, various commercial and investment banking services, trust services and financial advisory services for the *Company* and its affiliates, for which they received, or will receive, customary fees and expenses. Affiliates of certain of the *Underwriters* are agents and/or lenders under the *Company*'s credit agreement dated June 19, 2013, as amended. To the extent the *Company* uses proceeds from the *Offering* to repay indebtedness under its credit facility, such affiliates may receive proceeds from the *Offering*.

The *Offering* was made pursuant to the *Company*'s effective automatic shelf registration statement on Form S-3 (File No. 333-214259), as supplemented by the Preliminary Prospectus Supplement and the Prospectus Supplement both dated January 4, 2017 relating to the *Common Stock*, filed with the Securities and Exchange Commission (the *SEC*) pursuant to Rule 424(b) of the Securities Act on January 4, 2017 and January 5, 2017, respectively.

The foregoing summary of the *Underwriting Agreement* does not purport to be complete and is qualified in its entirety by reference to the full text of the *Underwriting Agreement*. The *Underwriting Agreement* is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The legal opinion of Maslon LLP relating to the validity of the shares of *Common Stock* to be issued in connection with the *Offering* is filed as Exhibit 5.1 to this Current Report on Form 8-K.

### **Item 7.01 Regulation FD Disclosure.**

On January 4, 2017, the *Company* issued a press release announcing the *Offering*. A copy of the press release is furnished as Exhibit 99.1 hereto.

On January 4, 2017, the Company issued a press release announcing the pricing of the shares of Common Stock in the Offering. A copy of the press release is furnished as Exhibit 99.2 hereto.

The information contained in this Item 7.01 shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

#### **Item 9.01 Financial Statements and Exhibits**

##### **(d) Exhibits**

Exhibit No.	Description
1.1	Underwriting Agreement dated as of January 4, 2017, between Helix Energy Solutions Group, Inc. and Credit Suisse Securities (USA) LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
5.1	Opinion of Maslon LLP.
23.1	Consent of Maslon LLP (included in Exhibit 5.1).
99.1	Press Release announcing proposed public offering of common stock, dated January 4, 2017.
99.2	Press Release announcing pricing of upsized public offering of common stock, dated January 4, 2017.

**SIGNATURE**

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.

**HELIX ENERGY SOLUTIONS GROUP,  
INC.**

By: /s/ Alisa B. Johnson  
*Alisa B. Johnson*

*Executive Vice President, General  
Counsel and Corporate Secretary*

Date: January 5, 2017

**Index to Exhibits**

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