

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 22, 2017

**SEACOR Marine Holdings Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-37966**

(Commission  
File Number)

**47-2564547**

(IRS Employer  
Identification No.)

**7910 Main Street, 2nd Floor, Houma LA**

(Address of Principal Executive Offices)

**70360**

(Zip Code)

Registrant's telephone number, including area code

**(985) 876-5400**

**Not Applicable**

(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 (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  x

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.  x

**Item 8.01 Other Events.**

On June 22, 2017, SEACOR Marine Holdings Inc. issued a press release announcing a "stalking horse" bid to form a joint venture with Montco Offshore, Inc. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of SEACOR Marine Holdings Inc., dated June 22, 2017.

## SIGNATURES

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

SEACOR Marine Holdings Inc.

By: /s/ MATTHEW CENAC

Name: Matthew Cenac

Title: Executive Vice President and  
Chief Financial Officer

Dated: June 22, 2017

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of SEACOR Marine Holdings Inc., dated June 22, 2017.



## **SEACOR MARINE ANNOUNCES “STALKING HORSE” BID TO FORM JOINT VENTURE WITH MONTCO OFFSHORE, INC.**

Houma, Louisiana  
June 22, 2017

**FOR IMMEDIATE RELEASE** - SEACOR Marine Holdings Inc. (NYSE: SMHI) (“SEACOR Marine”) today announced that Montco Offshore, Inc. (“MOI”) filed a motion with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”), in connection with Case No. 17-31646 under which MOI and one of its wholly-owned subsidiaries each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Cases”), for the Bankruptcy Court to enter an order to, among other things, approve MOI’s entry into a term sheet, dated June 13, 2017, with a subsidiary of SEACOR Marine (the “Term Sheet”) that sets forth a summary of the principal non-binding terms of SEACOR Marine’s bid to form a new joint venture with MOI.

The Term Sheet contemplates that SEACOR Marine and MOI will jointly form and capitalize a new joint venture company (the “Joint Venture”) by contributing certain liftboat vessels and other related assets to the Joint Venture, as well as requiring the Joint Venture to assume certain operating liabilities and indebtedness associated with the liftboat vessels and related assets. The Joint Venture would consolidate thirteen liftboat vessels currently operated by a subsidiary of SEACOR Marine, six liftboat vessels currently operated by MOI and two liftboat vessels currently operated by an existing joint venture between an affiliate of MOI and an affiliate of SEACOR Marine. The Joint Venture would assume approximately \$130 million of indebtedness from MOI’s credit facilities which, apart from a guarantee of interest payments for two years after the closing of the contemplated transactions, would be non-recourse to SEACOR Marine. In addition, the Joint Venture would assume approximately \$76.0 million of indebtedness currently reflected on SEACOR Marine’s financial statements. It is expected that SEACOR Marine will be the majority owner of the equity interests in the Joint Venture.

If the Bankruptcy Court enters an order to, among other things, approve MOI’s entry into the Term Sheet with SEACOR Marine, then SEACOR Marine’s ultimate bid (which will be set forth in definitive documentation between SEACOR Marine or certain of its affiliates, on the one hand, and MOI, on the other hand, regarding forming and capitalizing the Joint Venture (the “Definitive Documentation”)) will set the minimum acceptable bid for a potential auction under the supervision of the Bankruptcy Court for MOI’s assets. It is expected that MOI will conduct a competitive process, pursuant to bidding procedures to be approved by the Bankruptcy Court, seeking higher and better qualified bids for a sale at auction of MOI’s assets. Upon approval of the Bankruptcy Court, the bidding procedures will provide that SEACOR Marine is the “stalking horse” bidder for the sale of such assets in connection with the Bankruptcy Cases, and that SEACOR Marine would be entitled to receive a break-up fee and the reimbursement of certain of its expenses (i) upon the consummation of a sale of MOI’s assets to any person or entity other than SEACOR Marine or its subsidiaries or (ii) in certain other circumstances where the transactions contemplated by the Definitive Documentation are not consummated. The transactions contemplated to form the Joint Venture will be subject to, among other conditions, SEACOR Marine being selected as the successful bidder in any such auction and Bankruptcy Court approval.

### **About SEACOR Marine**

SEACOR Marine is among the leading providers of global marine and support transportation services to offshore oil and gas exploration, development and production facilities worldwide. SEACOR Marine currently operates a diverse fleet of offshore support and specialty vessels that deliver cargo and personnel to offshore installations; handle anchors and mooring equipment required to tether rigs to the seabed; tow rigs and assist in placing them on location and moving them between regions; and carry and launch equipment used underwater in drilling and well installation, maintenance and repair. Additionally, SEACOR Marine’s vessels provide accommodations for technicians and specialists, and provide safety support and emergency response services.

## Cautionary Note Regarding Forward-Looking Statements

*Certain statements discussed in this release as well as in other reports, materials and oral statements that SEACOR Marine releases from time to time to the public constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, words such as "anticipate," "estimate," "expect," "project," "intend," "believe," "plan," "target," "forecast" and similar expressions are intended to identify forward-looking statements. Such forward-looking statements concern management's expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters. These statements are not guarantees of future performance and actual events or results may differ significantly from these statements. Actual events or results are subject to significant known and unknown risks, uncertainties and other important factors those discussed in SEACOR Marine's registration statement on Form 10, and other reports filed by SEACOR Marine with the Securities and Exchange Commission. Consequently, the preceding should not be considered to be a complete discussion of all potential risks or uncertainties. Forward-looking statements speak only as of the date of the document in which they are made. SEACOR Marine disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in SEACOR Marine's expectations or any change in events, conditions or circumstances on which the forward-looking statement is based, except as required by law. It is advisable, however, to consult any further disclosures SEACOR Marine makes on related subjects in its filings with the Securities and Exchange Commission, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (if any). These statements constitute SEACOR Marine's cautionary statements under the Private Securities Litigation Reform Act of 1995.*

For additional information concerning SEACOR Marine, contact Jesus Llorca at (985) 876-5400.

Court documents and additional information related to the Bankruptcy Cases are available through BMC Group, Inc. at <https://www.bmcgroup.com/restructuring/geninfo.aspx?ClientID=404>.