

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Gellert John M</u>  (Last) (First) (Middle) C/O SEACOR MARINE HOLDINGS INC. 12121 WICKCHESTER LANE, SUITE 500  (Street) HOUSTON TX 77079  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SEACOR Marine Holdings Inc. [ SMHI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2023		G	V	6,234	A	\$0.00	676,791	D	
Common Stock	03/07/2023		A		146,343 <sup>(1)</sup>	A	\$0.00	823,134	D	
Common Stock	03/08/2023		F		63,984	D	\$10.29	759,150	D	
Common Stock	02/23/2023		G	V	8,534	A	\$0.00	8,534	I	MCG Assets, LLC <sup>(2)</sup>
Common Stock								109,109	I	JMG Assets, LLC <sup>(3)</sup>
Common Stock								95,158	I	JMG GST LLC <sup>(4)</sup>
Common Stock								26,557	I	Michael E. Gellert 2011 Family Trust <sup>(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Units	(6)	03/07/2023		A		47,810		(7)	(7)	Common Stock	47,810	\$0.00	47,810	D	

**Explanation of Responses:**

- The restricted stock award reported on this Form 4 will lapse in three equal annual installments beginning on March 4, 2024 and ending on March 4, 2026.
- The Reporting Person serves as the manager of MCG Assets, LLC and, as such, has the power to direct the voting and disposition of the reported securities. The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest in the securities.
- The shares reported here are indirectly owned by the Reporting Person through JMG Assets, LLC. The Reporting Person is the Manager of JMG Assets, LLC.
- The shares reported here are indirectly owned by the Reporting Person through JMG GST LLC. The Reporting Person is the Manager of JMG GST LLC.
- Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest.
- Each Performance Restricted Stock Unit (each, a "PRSU") represents a contingent right to receive, at vesting, one share of Common Stock subject to the achievement of certain performance goals and service-based vesting requirements.
- These PRSUs consist of five equal tranches, each of which will be earned if and when the closing price of one share of Common Stock equals or exceeds the specified stock price performance goal for such tranche for 60 consecutive trading days during the three year performance period beginning on the grant date, provided that any earned PRSUs will not be settled until the third anniversary of the grant date, subject to satisfaction of the service-based vesting requirements set forth in the award agreement. The specified stock price performance goals for each tranche are \$11.61, \$13.21, \$14.91, \$16.62 and \$18.22, respectively.

**Remarks:**

The Reporting Person previously reported indirect ownership of 38,803 shares owned by a Grantor Retained Annuity Trust ("GRAT"). However, such GRAT has an independent trustee and the Reporting Person has no investment control thereof. Accordingly, shares owned by such GRAT are no longer reported by the Reporting Person.

/s/ Andrew H. Everett II,  
Attorney-in-Fact

03/09/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**