

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): April 26, 2018

**SEACOR Marine Holdings Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-37966</b> (Commission File Number)	<b>47-2564547</b> (IRS Employer Identification No.)
<b>7910 Main Street, 2nd Floor, Houma LA</b> (Address of Principal Executive Offices)		<b>70360</b> (Zip Code)
Registrant's telephone number, including area code		<b>(985) 876-5400</b>
<b>Not Applicable</b> (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

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## Item 1.01 Entry into a Material Definitive Agreement.

### Registration Rights Agreement

As previously announced on April 20, 2018 (the “Signing Date”), SEACOR Marine Holdings Inc. (the “Company”) entered into a subscription agreement with the purchasers named therein pursuant to which the Company agreed to sell 2,842,750 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”) in a private placement exempt from the registration requirements of the Securities Act (the “Private Placement”). The Private Placement closed on April 26, 2018. In order to assist the Company in maintaining compliance with the Jones Act, in lieu of issuing 674,164 Shares to certain purchasers who are not U.S. citizens, the Company issued to them warrants to purchase 674,164 Shares exercisable at a purchase price of \$0.01 per Share (the “Warrants”). The issuance of the Shares and Warrants in the Private Placement were made in reliance upon the exemption from registration provided under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”).

In connection with the closing of the Private Placement, the Company and the purchasers entered into a Registration Rights Agreement, dated April 26, 2018 (the “Registration Rights Agreement”). Pursuant to the Registration Rights Agreement, the Company agreed to use its commercially reasonable efforts to file a shelf registration statement with the Securities and Exchange Commission (the “Commission”) on Form S-3 under the Securities Act no later than June 30, 2018 (such date, except as noted below, the “Mandatory Shelf Filing Date”) providing for registration and resale of the Shares and common stock issuable upon exercise of the Warrants (the “registrable securities”). If the Company is not eligible to file and use a Form S-3 to register resales by the Purchasers of registrable securities by the Mandatory Shelf Filing Date it is required to use its commercially reasonable efforts to file a Form S-1 under the Securities Act providing for registration and resale of the Shares and common stock issuable upon exercise of the Warrants by July 15, 2018 (which, in such cases, will be deemed the Mandatory Shelf Filing Date). Under the Registration Rights Agreement, the Company is required to use its commercially reasonable efforts to cause the Registration Statement to be declared effective under the Securities Act by the Commission as soon as reasonably practicable after the Mandatory Shelf Filing Date and keep the Registration Statement continuously effective under the Securities Act until the earlier of (A) the date when all of the registrable securities covered by such Registration Statement have been sold and (B) the date on which all of the purchased shares cease to be registrable securities under the Registration Rights Agreement. The Registration Rights Agreement provides the Company with customary blackout rights and requires the Company to pay liquidating damages under certain circumstances if the registration is not filed or declared effective by specified dates.

BofA Merrill Lynch acted as lead placement agent in connection with the Private Placement. DNB Markets, Inc. also acted as a placement agent in connection with the Private Placement.

On April 26, 2018 the Company issued a press release announcing closing of the Private Placement. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

## Item 3.02 Unregistered Sales of Equity Securities.

The information provided in Item 1.01 is incorporated by reference into this Item 3.02. The Shares and Warrants issued in the Private Placement were issued in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act. In determining that the issuance of the Shares and Warrants in the Private Placement qualified for the exemption from registration provided by Section 4(a)(2), the Company relied on the following facts: (i) all of the purchasers in the Private Placement were accredited investors or qualified institutional buyers, (ii) the Company did not use any form of general solicitation or advertising to offer the common stock or the warrants and (iii) the investment intent of the purchasers.

## Item 9.01 Financial Statements and Exhibits.

(d)Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release of SEACOR Marine Holdings Inc. dated April 26, 2018</a>

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## 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.

Dated: April 26, 2018

SEACOR Marine Holdings Inc.

By: /s/ John Gellert

Name: John Gellert

Title: President and Chief Executive Officer

**SEACOR MARINE ANNOUNCES CLOSING OF \$56.9 MILLION PRIVATE PLACEMENT OF COMMON STOCK**

Houma, Louisiana  
April 26, 2018

**FOR IMMEDIATE RELEASE** – SEACOR Marine Holdings Inc. (“SEACOR Marine” or the “Company”) (NYSE:SMHI) today announced that it has closed its previously announced private placement of its common stock for aggregate gross proceeds of \$56,855,000.00 and entered into a registration rights agreement with qualified institutional buyers and other accredited investors. The private placement included the issuance of approximately 2,168,586 shares of the Company’s common stock and warrants to purchase 674,164 shares of the Company’s common stock at a purchase price of \$0.01 per share (the “Private Placement”). SEACOR Marine intends to use the net proceeds of the Private Placement for general corporate purposes.

BofA Merrill Lynch acted as lead placement agent in connection with the Private Placement. DNB Markets, Inc. also acted as a placement agent in connection with the Private Placement.

The securities offered and sold in the Private Placement have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described herein.

**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, including decreased demand and loss of revenues as a result of a decline in the price of oil and resulting decrease in capital spending by oil and gas companies, an oversupply of newly built offshore support vessels, additional safety and certification requirements for drilling activities in the U.S. Gulf of Mexico and delayed approval of applications for such activities, the possibility of U.S. government implemented moratoriums directing operators to cease certain drilling activities in the U.S. Gulf of Mexico and any extension of such moratoriums, weakening demand for SEACOR Marine’s services as a result of unplanned customer suspensions, cancellations, rate reductions or non-renewals of vessel charters or failures to finalize commitments to charter vessels in response to a decline in the price of oil, increased government legislation and regulation of SEACOR Marine’s businesses could increase cost of operations, increased competition if the Jones Act and related regulations are repealed, liability, legal fees and costs in connection with the provision of emergency response services, such as the response to the oil spill as a result of the sinking of the Deepwater Horizon in April 2010, decreased demand for SEACOR Marine’s services as a result of declines in the global economy, declines in valuations in the global financial markets and a lack of liquidity in the credit sectors, including, interest rate fluctuations, availability of credit, inflation rates, change in laws, trade barriers, commodity prices and currency exchange fluctuations, the cyclical nature of the oil and gas industry, activity in foreign countries and changes in foreign political, military and economic conditions, changes to the status of applicable trade treaties including as a result of the U.K.’s impending exit from the European Union, changes in foreign and domestic oil and gas exploration and production activity, safety record requirements, compliance with U.S. and foreign government laws and regulations, including environmental laws and regulations and economic sanctions, the dependence on several key customers, consolidation of SEACOR Marine’s customer base, the ongoing need to replace aging vessels, industry fleet capacity, restrictions imposed by the Jones Act and related regulations on the amount of foreign ownership of SEACOR Marine’s Common Stock, operational risks, effects of adverse weather conditions and seasonality, adequacy of insurance coverage, the ability of the Company to achieve and maintain effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act, the attraction and retention of qualified personnel by SEACOR Marine, and various other matters and factors, many of which are beyond SEACOR Marine’s control as well as those discussed in Item 1A (Risk Factors) of the Company’s Annual Report on Form 10-K and other reports filed by SEACOR Marine with the SEC. It should be understood that it is not possible to predict or identify all such factors. Consequently, the preceding should not be considered to be a complete discussion of all potential risks or uncertainties and investors and analysts should not place undue reliance on forward-looking statements. 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.*

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