

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL 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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2023	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/01/2023		G	4,100	A	\$0	12,634	I	MCG Assets, LLC <sup>(1)</sup>
Common Stock	03/07/2023		G4 <sup>(2)</sup>	12,634	D	\$0	0	I	MCG Assets, LLC <sup>(1)</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							759,150	D	
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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The Reporting Person serves as a 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 reported securities.
- On 3/7/23, MCG Assets, LLC contributed 12,634 shares to a grantor retained annuity trust ("GRAT"). The GRAT has an independent trustee and the Reporting Person has no investment control thereof. Accordingly, shares owned by the GRAT are not reported by the Reporting Person. The terms of the GRAT provide for two annual annuity payments to MCG Assets, LLC and, upon expiration of the GRAT, the Reporting Person is a co-beneficiary of the remainder (if any) of the GRAT.
- 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.
- The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest in the reported securities.

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

02/13/2024

\*\* 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.**