

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

Amendment No. 1
to
Form S-3
Registration Statement
Under
The Securities Act of 1933

SEACOR Marine Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-2564547
(I.R.S. Employer
Identification Number)

12121 Wickchester Lane, Suite 500
Houston, Texas 77079
(346) 980-1700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John Gellert
President and Chief Executive Officer
SEACOR Marine Holdings Inc.
12121 Wickchester Lane, Suite 500
Houston, Texas 77079
(346) 980-1700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Brett Nadritch
Milbank LLP
55 Hudson Yards
New York, NY 10001
(212) 530-5301

Andrew H. Everett II
Senior Vice President, General Counsel and Secretary
SEACOR Marine Holdings Inc.
12121 Wickchester Lane, Suite 500
Houston, Texas 77079
(346) 980-1700

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement, as determined by the Selling Security Holders.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, please check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, please check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-Accelerated Filer

Accelerated Filer
Smaller Reporting Company
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the registration statement on Form S-3 of SEACOR Marine Holdings Inc. (File No. 333-268175) (the “Registration Statement”) is being filed as an exhibits-only filing to file an updated legal opinion and consent, filed herewith as Exhibit 5.1 (the “Opinion”) and Exhibit 23.2 (the “Consent”) and a revised filing fee table (the “Filing Fee Table”), filed herewith as Exhibit 107. Accordingly, this Amendment consists only of the facing page, this explanatory note, Part II of the Registration Statement, the signature page to the Registration Statement, the Opinion and Consent filed herewith as Exhibit 5.1 and Exhibit 23.2, respectively, and the Filing Fee Table filed herewith as Exhibit 107. Part I of the Registration Statement is unchanged and has therefore been omitted.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the estimated costs and expenses, other than underwriting discounts and commissions, payable by the registrant in connection with the offering of the securities being registered. All the amounts shown are estimates, except for the SEC registration fee and the FINRA filing fee.

SEC registration fee	\$ 2,435.65
FINRA filing fee	\$ 0.00
Accounting fees and expenses	\$ 75,000
Legal fees and expenses	\$ 50,000
Transfer Agent fees and expenses	*
Printing and miscellaneous expenses	*
Total	\$ *

* The amount of securities and number of offerings are indeterminable and the expenses cannot be estimated at this time.

Item 15. Indemnification of Directors and Officers.

Section 145 of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 145 further provides that a corporation similarly may indemnify any such person serving in any such capacity who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or such other court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

The Bylaws authorize the indemnification of its officers and directors, consistent with Section 145 of the DGCL, as amended. The Company has entered into indemnification agreements with each of its directors and executive officers. These agreements, among other things, require us to indemnify each director and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys' fees, judgments, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person's services as a director or

executive officer. Reference is made to Section 102(b)(7) of the DGCL, which enables a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, which provides for liability of directors for unlawful payments of dividends of unlawful stock purchase or redemptions or (iv) for any transaction from which a director derived an improper personal benefit. The Certificate of Incorporation provides for such exculpation from personal liability.

The Company maintains standard policies of insurance that provide coverage (i) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (ii) to the Company with respect to indemnification payments that it may make to such directors and officers.

Item 16. Exhibits.

<u>Exhibit Number</u>	<u>Description of the Document</u>
1.1	<u>Registration Rights Agreement dated October 5, 2022, by and among SEACOR Marine Holdings Inc. and the holders of the Convertible Notes from time-to-time party thereto (filed as Exhibit 1.1 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
2.1	<u>Exchange Agreement (Convertible Notes), dated as of October 5, 2022, by and among SEACOR Marine Holdings Inc., and CEOF II DE I AIV, L.P., CEOF II Coinvestment (DE), L.P. and CEOF II Coinvestment B (DE), L.P. (filed as Exhibit 2.1 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
3.1	<u>Third Amended and Restated Certificate of Incorporation of SEACOR Marine Holdings Inc. (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
3.2	<u>Third Amended and Restated Bylaws of SEACOR Marine Holdings Inc. (filed as Exhibit 3.2 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
4.1	<u>Description of Securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (filed as Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
4.2	<u>Form of Warrant (filed as Exhibit 4.2 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
5.1*	<u>Opinion of Milbank LLP as to the legality of the securities being registered</u>
23.1	<u>Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm (filed as Exhibit 23.1 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
23.2*	<u>Consent of Milbank LLP (included in Exhibit 5.1 hereto)</u>
24.1	<u>Power of Attorney (included on the signature page hereto and filed as Exhibit 24.1 to the Company's Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

Item 17. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that subparagraphs (i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the Company pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any

statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the Company under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Company hereby undertakes that in the offering of securities of the undersigned Company pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Company will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Company relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Company or used or referred to by the undersigned Company;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Company or its securities provided by or on behalf of the undersigned Company; and

(iv) Any other communication that is an offer in the offering made by the undersigned Company to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 15th day of November, 2022.

SEACOR MARINE HOLDINGS INC.

By: /s/ John Gellert

Name: John Gellert

Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment has been signed by the following persons on behalf of the Company and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John Gellert</u> John Gellert	President, Chief Executive Officer and Director (Principal Executive Officer)	November 15, 2022
<u>/s/ Jesús Llorca</u> Jesús Llorca	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 15, 2022
<u>/s/ Gregory S. Rossmiller</u> Gregory S. Rossmiller	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 15, 2022
<u>*</u> Andrew R. Morse	Non-Executive Chairman of the Board	November 15, 2022
<u>*</u> R. Christopher Regan	Director	November 15, 2022
<u>*</u> Alfredo Miguel Bejos	Director	November 15, 2022
<u>*</u> Julie Persily	Director	November 15, 2022

Andrew H. Everett II hereby signs this Amendment on behalf of each of the indicated persons for whom he is attorney-in-fact on November 15, 2022 pursuant to a power of attorney filed with the Registration Statement on Form S-3 (File No. 333-268175), as filed with the Securities and Exchange Commission on November 4, 2022.

*By: /s/ Andrew H. Everett II

Andrew H. Everett II

Attorney-in-Fact

Milbank

55 Hudson Yards | New York, NY 10001-2163

T: 212.530.5000

milbank.com

November 15, 2022

SEACOR Marine Holdings Inc.
12121 Wickchester Lane, Suite 500
Houston, TX 77079

Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-3 (such registration statement, as amended or supplemented, is hereinafter referred to as the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for SEACOR Marine Holdings Inc., a Delaware corporation (the "Company"). The Registration Statement registers the resale of up to: (i) 2,978,724 shares of common stock of the Company, par value \$0.01 per share (the "Common Stock") issuable either upon conversion of the Company's outstanding 4.25% Convertible Senior Notes due 2026 (the "Convertible Notes," and such shares, the "Conversion Shares") or under certain circumstances, upon the exercise of warrants to purchase shares of Common Stock for \$0.01 per share, (the "Warrants," and such shares, the "Warrant Shares") and (ii) 2,978,724 Warrants (together with the Conversion Shares and the Warrant Shares, the "Securities") that the Company may issue to the selling security holders upon the conversion of the Convertible Notes or upon the exercise of the Warrants, as applicable, in one or more private placement transactions.

We are acting as counsel for the Company in connection with the registration of the Securities. We have examined the General Corporation Law of the State of Delaware (the "DGCL"), the Company's Third Amended and Restated Certificate of Incorporation, the Company's Third Amended and Restated Bylaws, the Registration Statement, the registration rights agreement dated October 5, 2022 by and among the Company and the parties thereto (the "Registration Rights Agreement"), the exchange agreement dated October 5, 2022 by and among the Company and the parties thereto (the "Convertible Notes Exchange Agreement") and the form of warrant attached to the Convertible Notes Exchange Agreement (the "Warrants"). We have also examined such other Company records, including resolutions of the Company's board of directors, certificates, agreements and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. As to various questions of fact material to our opinions, we have, when relevant facts were not independently established, relied upon certificates of officers and representatives of the Company and public officials and statements and representations contained in the Registration Statement and other documents as we have deemed necessary as a basis for such opinions.

Based on and subject to the foregoing and assuming that (i) the Registration Statement and any amendments thereto (including any post-effective amendments) will have become effective and comply with all applicable laws and no stop order suspending the Registration Statement's effectiveness will have been issued and remain in effect, in each case, at the time the Securities are offered or issued as contemplated by the Registration Statement, (ii) if required by applicable law or other regulations, a prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby and any such prospectus supplement will at all relevant times comply with all applicable laws, (iii) the Company has timely filed all necessary reports pursuant to the Securities Exchange Act of 1934, as amended, which are incorporated into the Registration Statement by reference, (iv) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the appropriate prospectus supplement, if required by applicable law or regulations, and (v) if issued in certificated form, certificates representing the Securities will be duly executed and delivered and, to the extent required by any applicable agreement, duly authenticated and countersigned, and if issued in book-entry form, the Securities will be duly registered to the extent required by any applicable agreement, we advise you that in our opinion:

(1) *Conversion Shares*. The Conversion Shares have been duly and validly authorized, and when issued and delivered in accordance with the provisions of the Convertible Notes upon conversion thereof and the Convertible Notes Exchange Agreement, will be validly issued, fully paid and non-assessable.

(2) *Warrants*. The Warrants have been duly and validly authorized, and when executed, issued and delivered in accordance with the provisions of the Convertible Notes upon conversion thereof and the Convertible Notes Exchange Agreement, will constitute valid and legally binding obligations of the Company.

(3) *Warrant Shares*. The Warrant Shares have been duly and validly authorized and reserved for issuance, and when issued and delivered in accordance with the provisions of the Warrants and upon receipt by the Company of the exercise price therefor, will be validly issued, fully paid and non-assessable.

The opinions expressed above with respect to enforceability are subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity). The opinions are also subject to (i) the Registration Statement becoming, and remaining, effective pursuant to applicable law and (ii) the issuance of any legally required consents, approvals, authorizations or orders of the Commission and any other regulatory authority. We express no opinion herein as to the laws of any state or jurisdiction other than the DGCL, the laws of the State of New York and the federal laws of the United States of America.

This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Milbank LLP

Calculation of Filing Fee Tables

S-3
(Form Type)SEACOR Marine Holdings Company
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to Be Paid	—	—	—	—	—	—	—	—
Fees Previously Paid	Equity	Common stock, \$0.01 par value per share ⁽¹⁾	457(c)	2,978,724	\$7.42	\$22,102,132.08	0.00011020	\$2,435.65 ⁽²⁾
	Equity	Warrants to purchase common stock ⁽³⁾	Other 457(g)	2,978,724	⁽⁴⁾	⁽⁴⁾	0.00011020	⁽⁴⁾
	Total Offering Amounts				\$7.42			\$2,435.65
	Total Fees Previously Paid							\$2,435.65
	Total Fee Offsets							—
	Net Fee Due							\$0.00

- (1) Includes 2,978,724 shares of common stock of SEACOR Marine Holdings Inc. (the "Company"), par value \$0.01 per share ("common stock"), that may be issued either upon the conversion of the Company's 4.25% Convertible Senior Notes due 2026 (the "New Convertible Notes") or upon the exercise of warrants that may be issued under certain circumstances in lieu of such shares. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the shares being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder, as a result of stock splits, stock dividends or other similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act on the basis of the average of the high and low sales prices of the registrant's shares of common stock on November 2, 2022 as reported on the New York Stock Exchange (such date being within five business days of the date that this Registration Statement was initially filed with the U.S. Securities and Exchange Commission).
- (3) Includes 2,978,724 warrants to purchase shares of the Company's common stock that may be issued upon the conversion of the New Convertible Notes under certain circumstances.
- (4) The proposed maximum aggregate offering price per warrant will be determined from time to time by one or more Selling Security Holders. Pursuant to Rule 457(g), no separate fee is required to be paid in respect of the warrants which are being registered concurrently in the same registration statement as the underlying securities to be offered pursuant thereto.