

HELIX ENERGY SOLUTIONS GROUP INC  
Form SC TO-I/A  
March 16, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**Helix Energy Solutions Group, Inc.**

**(Name of Subject Company (issuer))**

**Helix Energy Solutions Group, Inc.**

**(Name of Filing Persons (issuer))**

**3.25% Convertible Senior Notes due 2032**

**(Title of Class of Securities)**

**42330P AG2**

**(CUSIP Number of Class of Securities)**

**Alisa B. Johnson**

**Executive Vice President and General Counsel**

**3505 West Sam Houston Parkway North, Suite 400**

**Houston, TX 77043**

**(281) 618-0400**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)**

*Copy to:*

**Gene J. Oshman**

**Travis J. Wofford**

**Baker Botts L.L.P.**

**910 Louisiana Street**

**Houston, Texas 77002**

**(713) 229-1234**

**CALCULATION OF FILING FEE**

**Transaction valuation\***  
\$60,115,000

**Amount of filing fee\*\***  
\$7,484.32

- \* For purposes of calculating amount of filing fee only. The transaction valuation upon which the filing fee was based was calculated as follows: The purchase price of the 3.25% Convertible Senior Notes due 2032, as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of February 13, 2018, there was \$60,115,000 aggregate principal amount outstanding, resulting in an aggregate purchase price of \$60,115,000.

- \*\* The amount of the filing fee equals \$124.50 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$7,484.32

Filing Party: Helix Energy Solutions Group, Inc.

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Form or Registration No.: Schedule TO-I

Date Filed: February 14, 2018

(File No. 005-51259)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 (this Amendment No. 2 ) amends and supplements the Tender Offer Statement on Schedule TO originally filed by Helix Energy Solutions Group, Inc., a Minnesota corporation (the Company ), on February 14, 2018 (the Schedule TO ), as amended and supplemented on March 14, 2018 by Amendment No. 1 to the Schedule TO, and relates to the Company's offer to repurchase the 3.25% Convertible Senior Notes due 2032 that were issued by the Company (the Notes ).

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended (the Exchange Act ), this Amendment No. 2 amends and restates only the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 2 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Exchange Act.

**Items 1, 4, 8 and 11.**

The holders' right to surrender Notes for repurchase (the Offer ) and holders' withdrawal rights with respect to the Notes expired at 5:00 p.m., New York City time, on March 15, 2018. The Company has been advised by The Bank of New York Mellon Trust Company, N.A., the paying agent, that \$59,306,000 aggregate principal amount of the Notes were surrendered to the paying agent and not withdrawn. The Company has accepted all such Notes for payment as required by the indenture governing the Notes. In accordance with the terms of the indenture governing the Notes, the Company expects to forward to the paying agent the appropriate amount of cash required to pay the total purchase price for the surrendered Notes on March 16, 2018, and for the paying agent to promptly distribute the cash to the holders in accordance with the indenture governing the Notes. After the Offer, \$809,000 aggregate principal amount of the Notes will remain outstanding.

**Item 12. Materials To Be Filed As Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the exhibit referenced below.

(a)(1)(D) Press release dated March 16, 2018.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 16, 2018

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ Erik Staffeldt  
Erik Staffeldt  
Senior Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

- (a)(1)(A) Company Notice to Holders of Helix Energy Solutions Group, Inc. 3.25% Convertible Senior Notes due 2032, dated February 14, 2018.\*
- (a)(1)(B) Press Release dated February 14, 2018.\*
- (a)(1)(C) Press Release dated March 13, 2018.\*
- (a)(1)(D) Press Release dated March 16, 2018.\*\*
- (b) Not applicable.
- (d)(1) Indenture dated as of March 12, 2012 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 12, 2012).
- (d)(4) The description of the Notes and the Indenture set forth under the caption "Description of Notes" in the Company's Prospectus dated March 7, 2012, forming part of the Company's Registration Statement on Form S-3 (Registration No. 333-179937).
- (d)(5) The description of the Company's common stock, no par value, set forth in the Company's Registration Statement on Form 8-A, filed on June 30, 2006, including any amendment or report filed for the purpose of updating such description.
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed.

\*\* Filed herewith.