

TIDEWATER INC

Form 3

July 25, 2018

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

TIDEWATER INC

(Last) (First) (Middle)

6002 ROGERDALE
ROAD, SUITE 600

(Street)

HOUSTON, TX 77072

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/15/2018

3. Issuer Name and Ticker or Trading Symbol
GULFMARK OFFSHORE INC [GLF]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

No securities beneficially owned

0

D (1) (2) (3) A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIDEWATER INC 6002 ROGERDALE ROAD SUITE 600 HOUSTON, TX 77072	Â	Â X	Â	Â

Signatures

/s/ Bruce D. Lundstrom, EVP & General Counsel,
Tidewater Inc.

07/25/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) On July 15, 2018, Tidewater Inc. ("Tidewater") entered into an Agreement and Plan of Merger (the "Merger Agreement") with GulfMark Offshore, Inc. ("GulfMark"), which, among other things, contemplates the acquisition by Tidewater of the entire equity interest in GulfMark, including all shares of its common stock, \$0.01 par value per share (the "GulfMark Common Stock").

(2) Concurrently with execution of the Merger Agreement, each of Raging Capital Management, LLC ("Raging") and 5 Essex, L.P. ("5 Essex" and, together with Raging, the "GulfMark Supporting Stockholders"), entered into a voting and support agreement with Tidewater (together, the "Voting Agreements"), pursuant to which the GulfMark Supporting Stockholders have agreed, among other things and subject to the terms and conditions of the Voting Agreements, to vote 1,709,464 shares of GulfMark Common Stock, in the case of Raging, and 914,882 shares of GulfMark Common Stock, in the case of 5 Essex (in the aggregate, the "Covered Shares"), beneficially owned by each, respectively, in favor of the adoption of the Merger Agreement and the approval of all transactions contemplated by the Merger Agreement (together, the "Transactions").

(3) Tidewater does not have any pecuniary interest in the Covered Shares, any other shares of GulfMark Common Stock, or any other GulfMark securities. The purpose of the Voting Agreements is to facilitate the adoption of the Merger Agreement and approval of the Transactions by the stockholders of GulfMark. Through its execution of the Voting Agreements, Tidewater may be deemed to have acquired shared voting power with respect to the Covered Shares. However, the filing of this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not be construed as an admission by Tidewater that it is the beneficial owner of any shares of GulfMark Common Stock for purposes of Section 13(d), 13(g) or 16 of the Securities Exchange Act of 1934, as amended.

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

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