

Kneen Quintin  
Form 4  
November 15, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kneen Quintin

2. Issuer Name **and** Ticker or Trading  
Symbol  
GULFMARK OFFSHORE INC  
[GLF]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

842 W. SAM HOUSTON  
PARKWAY N., STE 400

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2018

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & CEO

HOUSTON, TX 77024

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/15/2018		D	675	D <u>(1)</u> 43,966	D	
Common Stock	11/15/2018		D	43,966 <u>(2)</u>	D <u>(2)</u> 0	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Warrants (right to buy)	\$ 100	11/15/2018		D	7,296	11/14/2017 11/14/2024	Common Stock	7,296

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kneen Quintin 842 W. SAM HOUSTON PARKWAY N. STE 400 HOUSTON, TX 77024	X		President & CEO	

## Signatures

/s/ Quintin V.  
Kneen

11/15/2018

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

Each share of common stock was disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July (1) 15, 2018, between Tidewater Inc. ("Tidewater") and the Issuer, in exchange for (1) 1.100 shares of common stock of Tidewater and (2) any applicable cash in lieu of fractional shares of common stock of Tidewater.

As previously reported, the reporting person received a grant of restricted stock units representing a contingent right to receive the equivalent number of shares of common stock of the Issuer for no consideration that vest in one-third increments on each of the first three (2) anniversaries of April 13, 2018. On November 15, 2018, each restricted stock unit was disposed of pursuant to the Merger Agreement in exchange for restricted stock units of Tidewater representing a contingent right to receive 1.100 shares of common stock of Tidewater on substantially similar terms, as described in more detail in the Merger Agreement.

The warrants were assumed by Tidewater pursuant to the Merger Agreement and converted automatically into a warrant representing a (3) right to acquire shares of common stock of Tidewater on substantially the same terms, as described in more detail in the Merger Agreement.

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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