

GULFMARK OFFSHORE INC
Form SC 13D/A
November 19, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 7)¹

GulfMark Offshore, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

402629 307

402629 406

402629 505

(CUSIP Number)

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 15, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 402629 307

CUSIP No. 402629 406

CUSIP No. 402629 505

1	NAME OF REPORTING PERSON												
	Raging Capital Management, LLC												
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)												
3	SEC USE ONLY												
4	SOURCE OF FUNDS												
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)												
6	CITIZENSHIP OR PLACE OF ORGANIZATION												
	Delaware												
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">SOLE VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: right;">- 0 -</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">SHARED VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: right;">- 0 -</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td style="text-align: right;">- 0 -</td> </tr> </table>	7	SOLE VOTING POWER		- 0 -	8	SHARED VOTING POWER		- 0 -	9	SOLE DISPOSITIVE POWER		- 0 -
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	- 0 -												
8	SHARED VOTING POWER												
	- 0 -												
9	SOLE DISPOSITIVE POWER												
	- 0 -												

10 SHARED
 DISPOSITIVE
 POWER

11 - 0 -
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 - 0 -
CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING
PERSON

IA

CUSIP No. 402629 307

CUSIP No. 402629 406

CUSIP No. 402629 505

1	NAME OF REPORTING PERSON
2	William C. Martin CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
7	USA SOLE VOTING POWER - 0 -
8	SHARED VOTING POWER - 0 -
9	SOLE DISPOSITIVE POWER - 0 -
10	

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

- 0 -

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING
PERSON

HC

CUSIP No. 402629 307

CUSIP No. 402629 406

CUSIP No. 402629 505

1	NAME OF REPORTING PERSON	
	Kenneth H. Traub	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
8		SHARED VOTING POWER
		- 0 -
9		SOLE DISPOSITIVE POWER

- 0 -

10 SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

- 0 -

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING
PERSON

IN

CUSIP No. 402629 307

CUSIP No. 402629 406

CUSIP No. 402629 505

The following constitutes Amendment No. 7 to the Schedule 13D filed by the undersigned (“Amendment No. 7”). This Amendment No. 7 amends the Schedule 13D as specifically set forth herein.

Item 4.

Purpose of Transaction.

Item 4 is hereby amended to add the following:

On November 15, 2018, the Issuer completed its previously-announced business combination with Tidewater Inc. (“Tidewater”) pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated July 15, 2018, between the Issuer and Tidewater. Pursuant to the terms of the Merger Agreement, (i) each issued and then-outstanding Share or right to receive a Share of the Issuer was automatically converted into the right to receive 1.100 shares of Tidewater common stock, with cash paid in lieu of any fractional share and (ii) each then-outstanding Issuer warrant was automatically converted into the right to receive 1.100 shares of Tidewater common stock upon payment to Tidewater of the applicable exercise price, subject to all other terms and conditions of the applicable Issuer warrant agreement, including cash paid in lieu of any fractional share. As a result, all Shares, New Existing Equity Warrants and vested restricted stock units of the Issuer owned by the Reporting Persons were disposed of in exchange for the foregoing merger consideration. Accordingly, the Reporting Persons no longer beneficially own any securities of the Issuer.

Item 5.

Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The Reporting Persons no longer beneficially own any securities of the Issuer. There were no transactions in the securities of the Issuer by the Reporting Persons during the past 60 days except as set forth in Item 4.

The Reporting Persons have ceased to be beneficial owners of more than 5% of the Shares.

CUSIP No. 402629 307

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 19, 2018 Raging Capital Management, LLC

By:/s/ Frederick C. Wasch
Name: Frederick C. Wasch
Title: Chief Financial Officer

/s/ Frederick C. Wasch
Frederick C. Wasch as attorney-in-fact for William C. Martin

/s/ Kenneth H. Traub
Kenneth H. Traub