

TIDEWATER INC  
Form 8-K  
July 27, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 22, 2010

**TIDEWATER INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**1-6311**  
(Commission  
File Number)

**72-0487776**  
(I.R.S. Employer  
Identification No.)

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**601 Poydras Street, Suite 1900**  
**New Orleans, Louisiana**  
(Address of principal executive offices)

**70130**  
(Zip Code)

**(504) 568-1010**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Tidewater Inc. (the Company) held its 2010 annual meeting of stockholders on July 22, 2010 in New Orleans, Louisiana. At the annual meeting, the Company's stockholders (1) elected each of the twelve persons listed below to serve as a director of the Company for a term that will continue until the next annual meeting of stockholders and (2) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2011.

As of May 28, 2010, the record date for the meeting, the Company had 51,859,266 shares of common stock outstanding. Of that number, 46,348,983 full shares were represented in person or by proxy at the annual meeting.

The Company's independent inspector of elections reported the vote with respect to full shares of our common stock as follows:

*Proposal 1: Election of Twelve Directors*

| Director Nominee      | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| M. Jay Allison        | 41,895,369 | 564,546        | 3,889,068        |
| James C. Day          | 41,781,308 | 678,607        | 3,889,068        |
| Richard T. du Moulin  | 41,842,739 | 617,176        | 3,889,068        |
| Morris E. Foster      | 41,892,148 | 567,767        | 3,889,068        |
| J. Wayne Leonard      | 41,954,892 | 505,022        | 3,889,068        |
| Jon C. Madonna        | 41,552,118 | 907,797        | 3,889,068        |
| Joseph H. Netherland  | 41,846,115 | 613,799        | 3,889,068        |
| Richard A. Pattarozzi | 41,773,596 | 686,318        | 3,889,068        |
| Nicholas J. Sutton    | 41,778,145 | 681,770        | 3,889,068        |
| Cindy B. Taylor       | 41,564,359 | 895,556        | 3,889,068        |
| Dean E. Taylor        | 40,584,609 | 1,875,306      | 3,889,068        |
| Jack E. Thompson      | 41,848,968 | 610,947        | 3,889,068        |

*Proposal 2: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm.*

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 46,163,025 | 161,941       | 24,016      |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

July 27, 2010

**TIDEWATER INC.**

/s/ Bruce D. Lundstrom  
Bruce D. Lundstrom

Executive Vice President,

Secretary and General Counsel