Pandora Media, Inc.
Form S-8
June 19, 2012

As filed with the Securities and Exchange Commission on June 19, 2012

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Pandora Media, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**94-3352630**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

2101 Webster Street, Suite 1650

Oakland, CA 94612

(Address of Principal Executive Offices)

2011 Equity Incentive Plan

(Full title of the plan)

Joseph Kennedy

Chief Executive Officer and President

Pandora Media, Inc.

2101 Webster Street, Suite 1650

Telephone: (510) 451-4100

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	x (Do not check if a smaller reporting company)	Smaller reporting company	¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

		per Share		
Common Stock, par value $0.0001 per share - 2011 Equity Incentive Plan	6,542,774 (2)	$10.06 (3)	$65,820,306.44	$7,543.01
Total	6,542,774		$65,820,306.44	$7,543.01

(1) In the event of a stock split, stock dividend or similar transaction involving the Registrant s common stock, $0.0001 par value per share (Common Stock), the number of shares registered hereby shall automatically be adjusted in accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act).

(2) Represents an annual increase to the number of shares of the Registrant s common stock reserved for issuance under the 2011 Equity Incentive Plan (the Plan).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The Proposed Maximum Offering Price Per Share is the average of the high and low prices of our Common Stock as reported on the New York Stock Exchange on June 13, 2012 (rounded up to the nearest cent).

PART I

INCORPORATION BY REFERENCE OF CONTENTS OF

REGISTRATION STATEMENT ON FORM S-8

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. The Registrant previously registered shares of its common stock for issuance under the 2011 Equity Incentive Plan (the Plan) under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 6, 2011 (File No. 333-175378). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Commission pursuant to the Securities and Exchange Act of 1934, as amended (the Exchange Act), are incorporated by reference herein:

(a) The Registrant s Annual Report on Form 10-K for the fiscal year ended January 31, 2012 filed with the SEC on March 19, 2012;

(b) The Registrant s Quarterly Report on Form 10-Q for the three months ended April 30, 2012 filed with the SEC on June 4, 2012;

(c) The Registrant s Current Report on Form 8-K filed with the SEC on June 8, 2012, only to the extent filed and not furnished; and

(d) The description of the Registrant s Common Stock contained in the Registrant s registration statement on Form 8-A (File No. 001-35198), filed by the Registrant with the Commission under Section 12(b) of the Exchange Act on June 8, 2011, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference Form	File No.	Filing Date	Exhibit	Filed Herewith
4.1	Amended and Restated Certificate of Incorporation	S-1/A	333-172215	April 1, 2011	3.1	
4.2	Amended and Restated Bylaws	S-1/A	333-172215	April 1, 2011	3.2	
5.1	Opinion of Davis Polk & Wardwell LLP					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (included on the signature page of this registration statement)					X
99.1	2011 Equity Incentive Plan	S-1/A	333-172215	May 25, 2011	10.1	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oakland, State of California, on this 19th day of June 2012.

Pandora Media, Inc.

By: /s/ Joseph Kennedy
Name: Joseph Kennedy
Title: Chief Executive Officer, President and Chairman of the Board

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Joseph Kennedy, Steven Cakebread and Delida Costin and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorneys-in-fact and agents may deem necessary or advisable in order to enable Pandora Media, Inc. to comply with the Securities Act of 1933 and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of the registration statement on Form S-8 under the Securities Act of 1933, including specifically but without limitation, power and authority to sign the name of the undersigned to such registration statement, and any amendments to such registration statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Joseph Kennedy Joseph Kennedy	Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)	June 19, 2012
/s/ Steven Cakebread Steven Cakebread	Chief Financial Officer (Principal Financial and Accounting Officer)	June 19, 2012
/s/ Peter Chernin Peter Chernin	Director	June 19, 2012
/s/ James M. P. Feuille James M. P. Feuille	Director	June 19, 2012
/s/ Peter Gotcher Peter Gotcher	Director	June 19, 2012
/s/ Robert Kavner Robert Kavner	Director	June 19, 2012
/s/ Barry McCarthy Barry McCarthy	Director	June 19, 2012
/s/ David Sze David Sze	Director	June 19, 2012
/s/ Tim Westergren Tim Westergren	Director	June 19, 2012

INDEX TO EXHIBITS

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TD>

Diluted
$0.40

Pro forma earnings per common share:

Basic
$0.37

Diluted
$0.36

For purposes of these pro forma disclosures, we estimated the fair value of each option grant as of the date of grant using a Black-Scholes option pricing model. The estimated fair value of the options was amortized to pro forma expense over the expected average lives of the options. We believe the pro forma expense for the three-month period ended March 31, 2005 provides a reasonable approximation of the stock-based compensation expense that would have been recorded in our consolidated statements of income under SFAS 123R.

2. Investments in Unconsolidated Affiliates

Our investments in unconsolidated affiliates consisted of the following:

	March 31, 2006	Dec. 31, 2005

	(in thousands)	
Medusa Spar LLC	$ 59,741	$ 57,440
Smit-Oceaneering Cable Systems LLC	2,719	2,811
Other	1,347	1,347
Total	$ 63,807	$ 61,598

We own a 50% equity interest in Medusa Spar LLC. Medusa Spar LLC owns a 75% interest in a production spar platform, which is currently located at the site of the Medusa field in the Gulf of Mexico. Medusa Spar LLC s revenue is derived from processing oil and gas production for a fee based on the volumes processed through the platform (throughput). The majority working interest owner of the Medusa field has committed to deliver a minimum throughput, which we expect will generate sufficient revenue to repay Medusa Spar LLC s bank debt. Medusa Spar LLC financed its acquisition of its 75% interest in the production spar platform using approximately 50% debt and 50% equity from its equity holders. We believe our maximum exposure to loss from our investment in Medusa Spar LLC is our current carrying value of $59.7 million. Medusa Spar LLC is a variable interest entity. As we are not the primary

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beneficiary under FASB Interpretation Number 46, *Consolidation of Variable Interest Entities*, we are accounting for our investment in Medusa Spar LLC under the equity method of accounting. Equity earnings from Medusa Spar LLC reflected in our financial statements are after amortization of our initial acquisition costs. The following are summarized 100% statements of operations of Medusa Spar LLC.

	For the Three Months Ended March 31,	
	2006	2005
	(in thousands)	
Medusa Spar LLC		
Condensed Statements of Operations		
Revenue	$ 11,033	$ 11,133
Depreciation	(2,369)	(2,369)
General and administrative	(16)	(16)
Interest	(491)	(652)
Net Income	$ 8,157	$ 8,096
Equity earnings reflected in our financial statements	$ 4,034	$ 4,009

3. Inventory and Other Current Assets

Our inventory and other current assets consisted of the following:

	March 31, 2006	Dec. 31, 2005
	(in thousands)	
Inventory of spare parts for remotely operated vehicles	$ 43,355	$ 38,981
Other inventory, primarily raw materials	53,498	39,924
Deferred taxes	11,486	9,091
Other	10,767	10,432
Total	$ 119,106	$ 98,428

Inventory is stated at the lower of cost or market. We determine cost using the weighted-average method.

4. Debt

Our long-term debt consisted of the following:

	March 31, 2006	Dec. 31, 2005
	(in thousands)	
6.72% Senior Notes	$ 100,000	$ 100,000
Revolving credit facility	80,000	74,000
Total	$ 180,000	$ 174,000

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Scheduled maturities of our long-term debt as of March 31, 2006 were as follows:

	6.72% Notes	Revolving Credit	Total
		(in thousands)	
Remainder of 2006	$ 20,000	$	$ 20,000
2007	20,000		20,000
2008	20,000	80,000	100,000
2009	20,000		20,000
2010	20,000		20,000
Thereafter			
Total	$ 100,000	$ 80,000	$ 180,000

Maturities through March 31, 2007 are not classified as current as of March 31, 2006, since we can extend the maturity by reborrowing under the revolving credit facility with a maturity date after one year. We capitalized interest charges of $47,000 in the three-month period ended March 31, 2006, as part of construction-in-progress.

5. Shareholders Equity and Comprehensive Income

Our shareholders equity consisted of the following:

	March 31, 2006	Dec. 31, 2005
	(in thousands)	
Common Stock, par value $0.25; 90,000,000 shares authorized; 26,859,869 and 26,779,444 shares issued	$ 6,715	$ 6,695
Additional paid-in capital	182,472	179,132
Retained earnings	373,532	348,031
Other comprehensive income	5,776	2,260
Total	$ 568,495	$ 536,118

Comprehensive income is the total of net income and all nonowner changes in equity. The amounts of comprehensive income for the periods indicated are as follows:

	For the Three Months Ended March 31,	
	2006	2005
	(in thousands)	
Net Income per Consolidated Statements of Income	$ 25,502	$ 10,592
Foreign Currency Translation Gains (Losses)	2,904	(4,123)
Change in Minimum Pension Liability Adjustment, net of tax	566	627
Change in Fair Value of Hedge, net of tax	46	531
Total	$ 29,018	$ 7,627

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Amounts comprising other elements of comprehensive income in Shareholders Equity are as follows:

	March 31, 2006	Dec. 31, 2005
	(in thousands)	
Accumulated Net Foreign Currency Translation Adjustments	$ 7,195	$ 4,291
Minimum Pension Liability Adjustment	(1,983)	(2,549)
Fair Value of Hedge	564	518
Total	$ 5,776	$ 2,260

6. Income Taxes

During interim periods, we provide for income taxes at our estimated annual effective tax rate, currently 35.6% for 2006, using assumptions as to (1) earnings and other factors that would affect the tax calculation for the remainder of the year and (2) the operations of foreign branches and subsidiaries that are subject to local income and withholding taxes.

We paid cash taxes of $4.7 million and $6.2 million for the three-month periods ended March 31, 2006 and 2005, respectively.

7. Business Segment Information

We supply a comprehensive range of technical services and specialty products to customers in a variety of industries. Our Oil and Gas business consists of five business segments: Remotely Operated Vehicles (ROVs); Subsea Products; Subsea Projects; Mobile Offshore Production Systems; and Inspection. Our Advanced Technologies business is a separate segment that provides project management, engineering services and equipment for applications outside the oil and gas industry. Unallocated expenses are those not associated with a specific business segment. These consist of expenses related to our incentive and deferred compensation plans, including restricted stock and bonuses, as well as other general expenses.

There are no differences in the basis of segmentation or in the basis of measurement of segment profit or loss from those used in our consolidated financial statements for the year ended December 31, 2005. The following summarizes certain financial data by business segment:

	For the Three Months Ended		
	March 31, 2006	March 31, 2005	Dec. 31, 2005
		(in thousands)	
Revenue			
Oil and Gas			
ROVs	$ 88,947	$ 67,616	$ 86,206
Subsea Products	84,518	40,678	83,893
Subsea Projects	41,120	24,478	43,663
Mobile Offshore Production Systems	13,332	11,363	13,083
Inspection	33,423	36,932	34,490
Total Oil and Gas	261,340	181,067	261,335
Advanced Technologies	28,169	29,670	27,390
Total	$ 289,509	$ 210,737	$ 288,725
Gross Margins			
Oil and Gas			
ROVs	$ 26,584	$ 16,715	$ 18,715
Subsea Products	18,790	2,559	18,245
Subsea Projects	13,330	4,950	13,612
Mobile Offshore Production Systems	4,202	4,348	5,100
Inspection	5,361	4,436	4,077
Total Oil and Gas	68,267	33,008	59,749
Advanced Technologies	3,539	5,914	3,727
Unallocated Expenses	(11,489)	(5,719)	(7,300)
Total	$ 60,317	$ 33,203	$ 56,176
Income from Operations			
Oil and Gas			
ROVs	$ 22,205	$ 13,081	$ 14,319
Subsea Products	12,561	(2,143)	11,636
Subsea Projects	11,938	3,806	12,275
Mobile Offshore Production Systems	3,984	3,929	4,780
Inspection	2,189	1,234	234
Total Oil and Gas	52,877	19,907	43,244
Advanced Technologies	1,611	3,976	1,431
Unallocated Expenses	(16,524)	(9,390)	(14,094)
Total	$ 37,964	$ 14,493	$ 30,581

We generate a material amount of our consolidated revenue from contracts for marine services and inspection services in the Gulf of Mexico and North Sea, which are usually more active from April through November compared to the rest of the year. In the periods presented, Subsea Projects had higher-than-normal revenue due to inspection and repair work made necessary by severe hurricanes in the Gulf of Mexico. In the remainder of 2006, we expect our Subsea Projects and ROV segments to continue to benefit from inspection and repair work made necessary by the hurricanes. Revenues in our Mobile Offshore Production Systems, Subsea Products and Advanced Technologies segments are generally not seasonal.

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8. Business Acquisition

On June 30, 2005, we acquired Grayloc Products, L.L.C., an oil and gas industry supplier of high performance clamp connectors used in production manifold, flowline and valve installations, for $42 million. Grayloc Products results are included in our Subsea Products segment.

We are accounting for this business acquisition using the purchase method of accounting, with the purchase price being allocated to the assets and liabilities acquired based on their fair market values at the date of acquisition. Goodwill associated with this acquisition as of March 31, 2006 is $22 million. We have made the purchase price allocations based on information currently available to us, and the allocations are subject to change when we obtain final asset and liability valuations. This acquisition was not material. As a result, we have not included any pro forma information relating to the acquisition in this report. The results of the business acquired are included in our consolidated statements of income from the date of acquisition.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

All statements in this quarterly report on Form 10-Q, other than statements of historical facts, including, without limitation, statements regarding our expectations about 2006 net income and segment results, our plans for future operations, our expectations about the profit contribution from our investment in Medusa Spar LLC, our expectations regarding inspection and repair work for the remainder of 2006 made necessary by hurricanes, our backlog, our anticipated tax rate for 2006 and industry conditions, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to various risks, uncertainties and assumptions, including those we have referred to under the headings Risk Factors and Cautionary Statement Concerning Forward-Looking Statements in Part I of our annual report on Form 10-K for the year ended December 31, 2005. Although we believe that the expectations reflected in such forward-looking statements are reasonable, because of the inherent limitations in the forecasting process, as well as the relatively volatile nature of the industries in which we operate, we can give no assurance that those expectations will prove to be correct. Accordingly, evaluation of our future prospects must be made with caution when relying on forward-looking information.

The following discussion should be read in conjunction with the Management s Discussion and Analysis included in our annual report on Form 10-K for the year ended December 31, 2005.

Executive Overview

We generate over 80% of our revenue from our services and products provided to the oil and gas industry. Our first quarter net income was higher than any previous quarter in our history. Compared to the fourth quarter of 2005, quarterly net income increased primarily due to improved performances from our ROV, Subsea Products and Inspection segments, and an increase in equity income from our investment in Medusa Spar LLC.

For 2006, we anticipate net income to be the highest in our history, with an improvement in our ROV, Subsea Products, Subsea Projects and Inspection results.

Critical Accounting Policies and Estimates

For information about our Critical Accounting Policies and Estimates, please refer to the discussion in our annual report on Form 10-K for the year ended December 31, 2005 under the heading Critical Accounting Policies and Estimates in Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operation.

Liquidity and Capital Resources

We consider our liquidity and capital resources adequate to support our existing operations and capital commitments. At March 31, 2006, we had working capital of $182 million, including $39 million of cash and cash equivalents. Additionally, we had $170 million of borrowing capacity available under our revolving credit facility.

Our capital expenditures were $46 million during the three months ended March 31, 2006, as compared to $20 million during the corresponding period last year. Capital expenditures in both three-month periods included additions and upgrades to our ROV fleet to expand the fleet and replace older units we retired. In 2006, we also added an oil tanker for possible future conversion to a mobile offshore production system in the event we obtain a suitable contract.

We had no material contractual commitments for capital expenditures at March 31, 2006. We are in the process of investing $47 million to build 24 new ROVs by the end of 2006, which will increase our fleet size to approximately 190 work-class vehicles. We added two of these vehicles to our fleet during the quarter ended March 31, 2006, bringing the cumulative total to 14 of these vehicles in service by the end of March 2006.

At March 31, 2006, we had long-term debt of $180 million and a 24% debt-to-total capitalization ratio. We have $100 million of Senior Notes outstanding, to be repaid from 2006 through 2010, and $80 million outstanding under our $250 million revolving credit facility that is scheduled to expire in January 2008. The revolving credit facility has short-term interest rates that float with market rates, plus applicable spreads. We have not guaranteed any debt not reflected on our consolidated balance sheet and do not have any off-balance sheet arrangements as defined by SEC rules.

In the three-month period ended March 31, 2006, our cash and cash equivalents increased $13 million. We generated $51 million in cash from operating activities, used $46 million of cash in investing activities and obtained $8 million of cash from financing activities. The cash used in investing activities was used primarily for the capital expenditures described above, and the cash obtained from financing activities was used, along with a substantial portion of the cash provided by operating activities, to pay for those capital expenditures and to finance an increase in working capital of $10 million. The increase in working capital was the result of higher accounts receivable from higher revenue, and higher inventories in anticipation of increased Subsea Products sales and spare parts for ROVs necessitated by more units and higher utilization levels.

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In September 2002, our Board of Directors authorized us to repurchase up to 3,000,000 shares of our common stock, subject to a $75 million aggregate purchase price limitation. Under this plan, we have repurchased an aggregate of 897,800 shares of common stock through March 31, 2006, at a total cost of $20 million. We have reissued all of those shares as contributions to our 401(k) plan or in connection with exercises of stock options. Although we have not made any such repurchases since April 2003, we may from time to time effect additional repurchases in accordance with the terms of the Board s authorization, which remains in effect.

Results of Operations

We operate in six business segments. The segments are contained within two businesses services and products provided to the oil and gas industry (Oil and Gas) and all other services and products (Advanced Technologies). Our unallocated expenses are those not associated with a specific business segment.

Consolidated revenue and margin information is as follows:

	For the Three Months Ended		
	March 31, 2006	March 31, 2005	Dec. 31, 2005
	(dollars in thousands)		
Revenue	$289,509	$210,737	$288,725
Gross margin	60,317	33,203	56,176
Operating margin	37,964	14,493	30,581
Gross margin %	21%	16%	19%
Operating margin %	13%	7%	11%

We generate a material amount of our consolidated revenue from contracts for marine services and inspection services in the Gulf of Mexico and North Sea, which are usually more active from April through November compared to the rest of the year. In the periods presented, Subsea Projects had higher-than-normal revenue due to inspection and repair work made necessary by severe hurricanes in the Gulf of Mexico. In the remainder of 2006, we expect our Subsea Projects and ROV segments to continue to benefit from inspection and repair work made necessary by the hurricanes. Revenues in our Mobile Offshore Production Systems, Subsea Products and Advanced Technologies segments are generally not seasonal.

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Oil and Gas

The table that follows sets forth our revenues and margins for our Oil and Gas business for the periods indicated.

	For the Three Months Ended		
	March 31, 2006	March 31, 2005 *(dollars in thousands)*	Dec. 31, 2005
Remotely Operated Vehicles			
Revenue	$ 88,947	$ 67,616	$ 86,206
Gross margin	26,584	16,715	18,715
Gross margin %	30%	25%	22%
Operating margin	22,205	13,081	14,319
Operating margin %	25%	19%	17%
Utilization %	85%	77%	85%
Subsea Products			
Revenue	84,518	40,678	83,893
Gross margin	18,790	2,559	18,245
Gross margin %	22%	6%	22%
Operating margin	12,561	(2,143)	11,636
Operating margin %	15%	-5%	14%
Subsea Projects			
Revenue	41,120	24,478	43,663
Gross margin	13,330	4,950	13,612
Gross margin %	32%	20%	31%
Operating margin	11,938	3,806	12,275
Operating margin %	29%	16%	28%
Mobile Offshore Production Systems			
Revenue	13,332	11,363	13,083
Gross margin	4,202	4,348	5,100
Gross margin %	32%	38%	39%
Operating margin	3,984	3,929	4,780
Operating margin %	30%	35%	37%
Inspection			
Revenue	33,423	36,932	34,490
Gross margin	5,361	4,436	4,077
Gross margin %	16%	12%	12%
Operating margin	2,189	1,234	234
Operating margin %	7%	3%	1%
Total Oil and Gas			
Revenue	$261,340	$ 181,067	$261,335
Gross margin	68,267	33,008	59,749
Gross margin %	26%	18%	23%
Operating margin	52,877	19,907	43,244

Operating margin %	20%	11%	17%

Our ROV segment revenues reflect the utilization percentages of the respective periods and increased average pricing. Gross margins were favorably impacted compared to the previous quarter and the corresponding quarter of the prior year by an increase in the average revenue per day of ROV utilization. In the previous quarter, we incurred $6.1 million of writeoffs associated with retirements and obsolete components. As compared to 2005, for 2006 we expect a higher profit contribution from our ROV business segment due to increases of our fleet size, fleet utilization and pricing.

As compared to the quarter ended December 31, 2005, Subsea Products gross margin and operating income improved due to specialty hardware, particularly from sales of ROV tooling and rentals of installation workover controls systems. Compared to the quarter ended March 31, 2005, profitability improved from both our umbilical and Oceaneering Intervention Engineering operations, largely as the result of the Grayloc acquisition and higher ROV tooling and rental service sales. During the quarter we commissioned our large cabling machine at our Panama City, Florida facility, and we are currently manufacturing the first steel tube umbilical with this new equipment. We expect our 2006 Subsea Products results to improve over those of 2005 on better umbilical manufacturing results, particularly from our Brazil and Panama City plants, and higher specialty hardware sales. Our Subsea Products backlog increased from $196 million at December 31, 2005 to $222 million at March 31, 2006.

For our Subsea Projects segment, our revenue and gross margin were flat compared to the preceding quarter. Revenue and gross margin for the quarter ended March 31, 2006 were significantly higher than the corresponding quarter of the prior year due to an escalation in demand for our inspection, maintenance and repair services on the deepwater infrastructure in the Gulf of Mexico and inspection and repair work related to hurricane damage. We believe our Subsea Projects segment results for the full-year 2006 will be higher than those achieved in 2005, as the hurricane inspection and repair work continues.

Our Mobile Offshore Production Systems three main assets were working under the same contracts as in 2005. We expect lower margins beginning in the second quarter of 2006 as a result of a lower dayrate going into effect in mid-May for the use of the *Ocean Legend*, as per the renewal option terms in the existing contract.

Compared to the corresponding period of 2005, our Inspection margins increased as a result of our efforts to provide more value-added services and to reduce our operating expenses. Inspection margins increased from the prior quarter from normal seasonality. We expect an improvement in margins for the full-year 2006 as compared to 2005, as a result of operational improvements.

Advanced Technologies

Revenue and margin information is as follows:

	For the Three Months Ended		
	March 31, 2006	March 31, 2005	Dec. 31, 2005
	(dollars in thousands)		
Revenue	$28,169	$29,670	$27,390
Gross margin	3,539	5,914	3,727
Gross margin %	13%	20%	14%
Operating margin	1,611	3,976	1,431
Operating margin %	6%	13%	5%

Advanced Technologies revenues and gross margins declined in the three-month period ended March 31, 2006 compared to the corresponding period of 2005 due to a reduction in deep ocean search and recovery projects. We anticipate our 2006 results to be lower than 2005 due to the transfer of *The Performer* to our Subsea Projects segment.

Unallocated Expenses

Our unallocated expenses, *i.e.*, those not associated with a specific business segment, within gross margin consist of expenses related to our incentive and deferred compensation plans, including restricted stock and bonuses, as well as other general expenses. Our unallocated expenses within operating income consist of those within gross margin plus general and administrative expenses related to corporate functions.

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The table that follows sets out our unallocated expenses for the periods indicated.

	For the Three Months Ended		
	March 31, 2006	March 31, 2005	Dec. 31, 2005
	(dollars in thousands)		
Gross margin expenses	$(11,489)	$(5,719)	$ (7,300)
% of revenue	4%	3%	3%
Operating expenses	(16,524)	(9,390)	(14,094)
% of revenue	6%	4%	5%

Higher compensation expenses related to incentive plans due to our anticipated higher earnings level for 2006 and our higher stock price were the principal causes of the increases in the period ended March 31, 2006 over the prior periods presented.

Other

The table that follows sets forth our significant financial statement items below the income from operations line.

	For the Three Months Ended		
	March 31, 2006	March 31, 2005	Dec. 31, 2005
	(in thousands)		
Interest income	$ 68	$ 61	$ 170
Interest expense, net of amounts capitalized	(2,791)	(2,194)	(3,032)
Equity earnings of unconsolidated affiliates, net	4,354	4,092	533
Other income (expense), net	5	(30)	(437)
Provision for income taxes	14,098	5,830	8,114

The amounts of equity earnings (losses) of unconsolidated affiliates are as follows:

	For the Three Months Ended		
	March 31, 2006	March 31, 2005	Dec. 31, 2005
	(in thousands)		
Medusa Spar LLC	$ 4,034	$ 4,009	$ 353
Smit-Oceaneering Cable Systems, L.L.C.	320	45	180
Other		38	
Total	$ 4,354	$ 4,092	$ 533

We own a 50% equity interest in Medusa Spar LLC, which owns a 75% interest in the Medusa Spar production platform in the Gulf of Mexico. Medusa Spar LLC earns revenue on a tariff basis on oil and gas production throughput processed by the spar from the Medusa field and surrounding dedicated blocks. The lower earnings for the immediately preceding quarter were attributable to a suspension of production from the spar in late August, starting with Hurricane Katrina. Production did not resume until December. The spar itself sustained minor damage from the Gulf of Mexico hurricanes in 2005, but transportation facilities owned and operated by third parties downstream of the platform were closed to production from damage caused by hurricanes. There was reduced production throughput for the platform during the fourth quarter of 2005 and full throughput in the first quarter of 2006. For the balance of 2006, we expect decreases in quarterly income as production from the reservoirs currently being produced declines normally.

We own 50% of Smit-Oceaneering Cable Systems, L.L.C., a telecommunications cable-laying and maintenance venture. Due to the current condition of the telecommunications market, the single vessel owned by the venture has been marketed for oilfield

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and other uses since 2004. In March 2005, we purchased the cable-laying and maintenance equipment from the venture at a price equal to its adjusted book value. We have a letter of intent to purchase the vessel and expect to close the purchase in the second quarter of 2006. Our completion of the purchase will effectively windup the venture. We do not anticipate a material impact on our net income from the windup of the venture.

In February 2005, we purchased 51% of Pro-Dive Oceaneering Co., a venture that operated our ROVs in Canada, from our partner in that venture. We now own 100% of this company, so the results of its operations from the acquisition date are included in our consolidated financial statements.

Interest expense for the three-month period ended March 31, 2006 increased compared to the corresponding period in the prior year due to higher average debt levels.

The provisions for income taxes were related to U.S. income taxes that we provided at estimated annual effective rates using assumptions as to earnings and other factors that would affect the tax calculation for the remainder of the year and to the operations of foreign branches and subsidiaries that were subject to local income and withholding taxes. We anticipate our effective tax rate for 2006 to be 35.6%.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes in our risk factors from those described in Item 7A of our annual report on Form 10-K for the year ended December 31, 2005.

Because we operate in various oil and gas exploration and production regions in the world, we conduct a portion of our business in currencies other than the U.S. dollar. The functional currency for several of our international operations is the applicable local currency. We manage our exposure to changes in foreign exchange rates primarily through arranging compensation in U.S. dollars or freely convertible currency and, to the extent possible, by limiting compensation received in other currencies to amounts necessary to meet obligations denominated in those currencies.

We use the exchange rates in effect as of the balance sheet date to translate assets and liabilities as to which the functional currency is the local currency, resulting in translation adjustments that we reflect as accumulated other comprehensive income or loss in the shareholders equity section of our consolidated balance sheets. We recorded adjustments of $2.9 million and ($4.1 million) to our equity accounts for the three-month periods ended March 31, 2006 and 2005, respectively, to reflect the net impact of the U.S. dollar against various foreign currencies for locations where the functional currency is not the U.S. dollar.

Our Subsea Products business in Brazil conducts much of its operations in U.S. dollars, which is its functional currency. Our foreign currency losses related to Brazil were $314,000 and $44,000 for the three-month periods ended March 31, 2006 and 2005, respectively.

Item 4. Controls and Procedures.

In accordance with Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures (as that term is defined in Rules 13a 15(e) and 15d 15(e) under the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of March 31, 2006 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms.

There has been no change in our internal control over financial reporting that occurred during the three months ended March 31, 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

We are currently implementing a new business management system, which we started using for our U.S. operations in July 2005 and which was implemented in our foreign locations (except Brazil) starting in 2006. We are taking all steps we believe to be necessary to monitor and maintain appropriate internal controls during the implementation.

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PART II OTHER INFORMATION

Item 6. Exhibits.

		Registration or File Number	Form or Report	Report Date	Exhibit Number
*3.01	Restated Certificate of Incorporation	1-10945	10-K	Dec. 2000	3.01
*3.02	Amended and Restated By-Laws	1-10945	10-K	Dec. 2002	3.02
10.01	Oceaneering International, Inc. 2006 Annual Cash Bonus Award Program				
31.01	Rule 13a-14(a)/15d-14(a) Certification by John R. Huff, Chief Executive Officer				
31.02	Rule 13a-14(a)/15d-14(a) Certification by Marvin J. Migura, Chief Financial Officer				
32.01	Section 1350 Certification by John R. Huff, Chief Executive Officer				
32.02	Section 1350 Certification by Marvin J. Migura, Chief Financial Officer				

* Indicates exhibit previously filed with the Securities and Exchange Commission as indicated and incorporated herein by reference.

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SIGNATURES

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 thereunto duly authorized.

	OCEANEERING INTERNATIONAL, INC. (Registrant)
Date: May 9, 2006	By: /S/ JOHN R. HUFF John R. Huff Chairman and Chief Executive Officer
Date: May 9, 2006	By: /S/ MARVIN J. MIGURA Marvin J. Migura Senior Vice President and Chief Financial Officer
Date: May 9, 2006	By: /S/ JOHN L. ZACHARY John L. Zachary Controller and Chief Accounting Officer

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Index to Exhibits

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