

HELIX ENERGY SOLUTIONS GROUP INC

Form 8-K

December 19, 2007

**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): December 18, 2007

Helix Energy Solutions Group, Inc.
(Exact name of registrant as specified in its charter)

Minnesota

(State or other Jurisdiction of
Incorporation)

001-32936

(Commission File Number)

95-3409686

(IRS Employer Identification No.)

**400 North Sam Houston Parkway East, Suite 400
Houston, Texas**

(Address of Principal Executive Offices)

77060

(Zip Code)

Registrant's telephone number, including area code: **281-618-0400**

(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 7.01 Regulation FD Disclosure.

On December 18, 2007, Helix Energy Solutions Group, Inc. (“Helix”) issued a press release announcing that Helix has priced its private placement of \$550 million aggregate principal amount of 9.5% Senior Notes due 2016. The transaction was upsized from the previously announced offering size of \$500 million. Attached hereto as Exhibit 99.1 and incorporated by reference herein is the press release issued by Helix.

This information is not deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that section, and such information is not incorporated by reference into any registration statements or other document filed under the Securities Act of 1933, as amended (“Securities Act”), or the Exchange Act, regardless of the general incorporation language contained in such filing, except as shall be expressly set forth by specific reference to this filing.

Item 9.01 Financial Statements and Exhibits.

(c) *Exhibits.*

| Number | Description |
|--------|--|
| 99.1 | Press Release of Helix Energy Solutions Group, Inc. dated December 18, 2007. |

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 hereunto duly authorized.

Date: December 19, 2007

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ A. WADE PURSELL

A. Wade Pursell

Executive Vice President and Chief Financial Officer

Index to Exhibits

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|-------------|--|
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