

HELIX ENERGY SOLUTIONS GROUP INC
Form 8-K
December 08, 2015

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 8, 2015 (December 3, 2015)

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

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| Minnesota (State or other jurisdiction of incorporation) | 001-32936 (Commission File Number) | 95-3409686 (IRS Employer Identification No.) |
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|---|---------------------|
| 3505 West Sam Houston Parkway North, Suite 400 Houston, Texas (Address of principal executive offices) | 77043 (Zip Code) |
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| 281-618-0400 (Registrant's telephone number, including area code) |
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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 (see General Instruction A.2. below):

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 3, 2015, the Compensation Committee (the “Committee”) of the Board of Directors of Helix Energy Solutions Group, Inc. (the “Company”) adopted a revised form of award agreement for the Performance Share Unit awards issued under the Company’s 2005 Long-Term Incentive Plan, as amended May 2012. The form of agreement was revised to reflect that if a peer group company suffers a bankruptcy, then its shareholder return performance is moved to the bottom of the peer group against which shareholder return of the Company is measured over a three-year performance period. The form of award agreement will be utilized until the Committee determines otherwise.

Information related to the other elements of total compensation for the Company’s named executive officers will be disclosed in the Company’s 2016 Proxy Statement to the extent required by the rules related to proxy statements and the disclosure of executive compensation.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Number | Description |
|--------|-------------|
|--------|-------------|

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| 10.1 | Form of Performance Share Unit Award Agreement. |
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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 hereunto duly authorized.

Date: December 8, 2015

HELIX ENERGY SOLUTIONS
GROUP, INC.

By: /s/ Alisa B. Johnson
Alisa B. Johnson
Executive Vice President and
General Counsel

Index to Exhibits

Number Description

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