

CAL DIVE INTERNATIONAL INC

Form 8-K

March 24, 2005

Item 1.01. Entry into a Material Definitive Agreement

On March 21, 2005, Cal Dive International, Inc. (Company) entered into that certain Second Amendment to Credit Agreement (Second Amendment) made by and between Company and Bank of America, N.A., et al. The Credit Agreement was amended to permit the Company to issue the \$240,000,000 aggregate principal amount of 3.25% Convertible Senior Notes due 2025 in an offering pursuant to Rule 144A under the Securities Act of 1933, as amended. Banc of America Securities LLC, one of the initial purchasers of such Notes, is an affiliate of Bank of America, N.A. A copy of that Second Amendment is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 8.01 Other Events

On March 23, 2005, Cal Dive International, Inc. issued a press release entitled Cal Dive International, Inc. Prices \$240 Million Convertible Senior Notes Offering . A copy of that press release is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

Number	Description
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99.1	Second Amendment to Credit Agreement dated March 21, 2005, made by and between Company and Bank of America, N.A., et al.
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99.2	Press Release of Cal Dive International, Inc. dated March 23, 2005.
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Cal Dive International, Inc.

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.

Date: March 23, 2005

Cal Dive International, Inc.

By: /S/ A. WADE PURSELL
A. Wade Pursell
Senior Vice President and Chief
Financial Officer

Index to Exhibits

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