

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 12, 2019**

**SEACOR Marine Holdings Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37966**  
(Commission  
File Number)

**47-2564547**  
(IRS Employer  
Identification No.)

**12121 Wickchester Lane, Suite 500, Houston, TX**  
(Address of Principal Executive Offices)

**77079**  
(Zip Code)

**Registrant's telephone number, including area code (346) 980-1700**

**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 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock</b>	<b>SMHI</b>	<b>NYSE</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On July 12, 2019 (the “Separation Date”), Robert Clemons resigned from his position as Executive Vice President and Chief Operating Officer of SEACOR Marine Holdings Inc., (the “Company”), effective as of the Separation Date. There were no disagreements between Mr. Clemons and the Company.

Mr. Clemons entered into a Separation and Consulting Agreement with the Company on July 12, 2019 (the “Separation Agreement”) to specify the terms of his separation from the Company. Contingent upon Mr. Clemons’ execution and delivery of an effective general release of claims (the “Release”), the Separation Agreement provides that the Company will reimburse Mr. Clemons for the employer-portion of COBRA premiums for a period of up to 12 months following the Separation Date. In addition, Mr. Clemons’ unvested stock options to acquire 100,000 shares of the Company’s common stock will vest and become exercisable (including previously approved awards of stock options to acquire 12,500 shares of the Company’s common stock which will be priced as of the Separation Date) and, contingent on his delivery of the Release, such options will remain exercisable through the expiration of the full original term of those stock options, as applicable. Mr. Clemons’ 46,020 restricted shares of the Company’s common stock will also vest.

In addition, Mr. Clemons has agreed to serve as a consultant to the Company on an as-needed basis regarding the Company’s business and operations, and the transition of his responsibilities as Executive Vice President and Chief Operating Officer, beginning on July 13, 2019 and continuing for a period of up to six months. For these services, Mr. Clemons will receive a consulting fee of \$24,166.67 per month.

The foregoing description is qualified by reference to the full text of the Separation Agreement which will be filed as an exhibit in the Company’s next Quarterly Report on Form 10-Q.

A copy of the Company’s press release regarding Mr. Clemons’ departure is attached to this Current Report on Form 8-K as Exhibit 99.1.

### **Item 9.01. Financial Statements and Exhibits**

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press Release of SEACOR Marine Holdings Inc., dated July 12, 2019</u></a>

**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.

July 12, 2019

SEACOR Marine Holdings Inc.

By: /s/ Andrew H. Everett II

Name: Andrew H. Everett II

Title: Senior Vice President, General Counsel and Secretary



PRESS RELEASE

**SEACOR MARINE ANNOUNCES DEPARTURE OF CHIEF OPERATING OFFICER**

Houston, Texas  
July 12, 2019

**FOR IMMEDIATE RELEASE** - SEACOR Marine Holdings Inc. (NYSE:SMHI) (the “Company” or “SEACOR Marine”), a leading provider of marine and support transportation services to offshore oil and natural gas and wind farm facilities worldwide, today announced that Robert Clemons has stepped down as Executive Vice President and Chief Operating Officer, effective as of July 12, 2019. Mr. Clemons joined SEACOR Marine as Executive Vice President and Chief Operating Officer in June of 2017, and was previously the Vice President and Chief Operating Officer of SEACOR Holdings Inc.’s Americas offshore division.

John Gellert, President and Chief Executive Officer, commented:

“On behalf of the entire organization, I thank Robert for his contributions over many years of service to the SEACOR organization. Robert has been a valued leader, is a first-class individual and we wish him every success in the future.

Optimizing our executive team is part of an on-going process to shape our organization and overhead costs to fit the evolving profile of our fleet, our operating activities, and the opportunities available to us.”

Mr. Clemons will provide consulting services to the Company for a period of time following his departure in order to assist the Company with the transition of his duties. The Company did not name a replacement to Mr. Clemons as Chief Operating Officer and has no current plans to fill the position.

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SEACOR Marine provides global marine and support transportation services to offshore oil and natural gas and windfarm facilities worldwide. SEACOR Marine and its joint ventures operate a diverse fleet of offshore support and specialty vessels that deliver cargo and personnel to offshore installations; handle anchors and mooring equipment required to tether rigs to the seabed; tow rigs and assist in placing them on location and moving them between regions; provide construction, well workover and decommissioning support; and carry and launch equipment used underwater in drilling and well installation, maintenance and repair. Additionally, SEACOR Marine’s vessels provide accommodations for technicians and specialists, safety support and emergency response services.

*Certain statements discussed in this release as well as in other reports, materials and oral statements that the Company releases from time to time to the public constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “believe,” “plan,” “target,” “forecast” and similar expressions are intended to identify forward-looking statements. Such forward-looking statements concern management’s expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters. Forward-looking statements are inherently uncertain and subject to a variety of assumptions, risks and uncertainties that could cause actual results to differ materially from those anticipated or expected by the management of the Company. These statements are not guarantees of future performance and actual events or results may differ significantly from these statements. Actual events or results are subject to significant known and unknown risks, uncertainties and other important factors, many of which are beyond the Company’s control. It should be understood that it is not possible to predict or identify all such factors. Consequently, the preceding should not be considered to be a complete discussion of all potential risks or uncertainties. Given these risk factors, investors and analysts should not place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made. The Company disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in the Company’s expectations or any change in events, conditions or circumstances on which the forward-looking statement is based, except as required by law. It is advisable, however, to consult any further disclosures the Company makes on related subjects in its filings with the Securities and Exchange Commission, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (if any). These statements constitute the Company’s cautionary statements under the Private Securities Litigation Reform Act of 1995.*

Please visit SEACOR Marine’s website at [www.seacormarine.com](http://www.seacormarine.com) for additional information.  
For all other requests, contact Connie Morinello at (346) 980-1700 or [InvestorRelations@seacormarine.com](mailto:InvestorRelations@seacormarine.com)