

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Helix Energy Solutions Group Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:



Shareowner Services<sup>SM</sup>  
P.O. Box 64945  
St. Paul, MN 55164-0945

COMPANY #

**HELIX ENERGY SOLUTIONS GROUP, INC.**

**ANNUAL MEETING OF SHAREHOLDERS**

**May 11, 2011**

**10:00 a.m.**

**Crowne Plaza Hotel Houston North Greenspoint  
425 North Sam Houston Parkway East  
Houston, Texas 77060**

Directions to the Helix Energy Solutions Group, Inc.  
2011 Annual Meeting are available in the  
proxy statement which can be viewed at  
[www.ematerials.com/hlx](http://www.ematerials.com/hlx).

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to be Held on May 11, 2011.**

Notice is hereby given that the Annual Meeting of Shareholders of Helix Energy Solutions Group, Inc. will be held at Crowne Plaza Hotel, Houston North Greenspoint, Houston, Texas on May 11, 2011 at 10:00 a.m.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report are available at [www.ematerials.com/hlx](http://www.ematerials.com/hlx).

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before May 1, 2011 to facilitate timely delivery.

**Matters intended to be acted upon at the meeting are listed below.**

**The Board of Directors recommends that you vote FOR proposals 1, 2 and 3.**

1. Election of two Class III directors to serve a three-year term of office expiring at our 2014 annual meeting.
2. Ratification of the selection of Ernst & Young LLP as independent registered public accounting firm by the Audit Committee of the Board of Directors for the fiscal year ending December 31, 2011.
3. Approval, on a non-binding advisory basis, of the 2010 compensation of our named executive officers.

**The Board of Directors recommends that you vote FOR 3 years on proposal 4.**

4. The vote, on a non-binding advisory basis, on the frequency of including an advisory vote on the compensation of our named executive officers every one, two or three years.

**THIS IS NOT A FORM FOR VOTING**

**You may immediately vote your proxy on the Internet at:**

[www.eproxy.com/hlx](http://www.eproxy.com/hlx)

- Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 12:00 noon (Central Daylight Time) on May 10, 2011.
- Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.



**Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.**

**To request paper copies of the proxy materials, which include the proxy card, proxy statement and annual report, please contact us via:**



**Internet** – Access the Internet and go to [www.ematerials.com/hlx](http://www.ematerials.com/hlx) . Follow the instructions to log in, and order copies.



**Telephone** – Call us free of charge at 866-697-9377 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.



**Email** – Send us an email at [ep@ematerials.com](mailto:ep@ematerials.com) with “hlx Materials Request” in the subject line.

The email must include:

- The 3-digit company # and the 11-digit control # located in the box in the upper right hand corner on the front of this notice.
- Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.
- If you choose email delivery you must include the email address.
- If you would like this election to apply to delivery of material for all future meetings, write the word “Permanent” and include the last 4 digits of your Tax ID number in the email.