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**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): May 11, 2006**

**Helix Energy Solutions Group, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction  
of incorporation)

**0-22739**

(Commission File Number)

**95-3409686**

(IRS Employer Identification No.)

**400 N. Sam Houston Parkway E.,  
Suite 400**

**Houston, Texas**

(Address of principal executive offices)

**77060**

(Zip Code)

**281-618-0400**

(Registrant's telephone  
number, including area code)

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))
- 
-

## **TABLE OF CONTENTS**

[Item 7.01 Regulation FD Disclosure](#)

[Item 9.01 Financial Statements and Exhibits](#)

[SIGNATURES](#)

[Index to Exhibits](#)

[Press Release dated May 11, 2006](#)

[Slide Presentation](#)

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## [Table of Contents](#)

### **Item 7.01 Regulation FD Disclosure**

On May 11, 2006, Helix Energy Solutions Group, Inc. announced that it will deliver a presentation on Tuesday, May 23 at the UBS Global Oil & Gas Conference in Austin, Texas. Attached as Exhibits 99.1 and 99.2, respectively, and incorporated by reference herein are the press release and the slide presentation related to such presentation. This information is not deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

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

#### *(c) Exhibits*

<u>Number</u>	<u>Description</u>
99.1	Press Release of Helix Energy Solutions Group, Inc. dated May 11, 2006.
99.2	Slide Presentation.

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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: May 12, 2006

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ A. WADE PURSELL

A. Wade Pursell  
Senior Vice President and Chief Financial Officer

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[Table of Contents](#)

**Index to Exhibits**

Exhibit No.	Description
99.1	Press Release of Helix Energy Solutions Group, Inc. dated May 11, 2006.
99.2	Slide Presentation.



PRESSRELEASE

[www.HelixESG.com](http://www.HelixESG.com)

Cal Dive International, Inc. • 400 N. Sam Houston Parkway E., Suite 400 • Houston, TX 77060-3500 • 281-618-0400 • fax: 281-618-0505

For Immediate Release

06-016

Date: May 11, 2006

Contact: Wade Pursell  
Title: Chief Financial Officer

### Helix to Present at UBS Global Oil & Gas Conference

HOUSTON, TX – Helix Energy Solutions Group, Inc. (Nasdaq: HELX) will be presenting on Tuesday, May 23 at the UBS Global Oil & Gas Conference in Austin, Texas.

The presentation will begin at 8:40am Central Time. Audio of the presentation will be broadcast live from [www.ubb.ubs.com](http://www.ubb.ubs.com). The slides will be available on the Helix website, [www.HelixESG.com](http://www.HelixESG.com), by first clicking “Investor Relations” and then “Presentations”.

Helix Energy Solutions, headquartered in Houston, Texas, is an energy services company that provides innovative solutions to the oil and gas industry worldwide for marginal field development, alternative development plans, field life extension and abandonment, with service lines including diving services, shelf and deepwater construction, robotics, well operations, well engineering and subsurface consulting services, platform ownership and oil and gas production.

#### FORWARD-LOOKING STATEMENTS

*This press release and attached presentation contain forward-looking statements that involve risks, uncertainties and assumptions that could cause our results to differ materially from those expressed or implied by such forward-looking statements. All statements, other than statements of historical fact, are statements that could be deemed “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, any projections of revenue, gross margin, expenses, earnings or losses from operations, or other financial items; future production volumes, results of exploration, exploitation, development, acquisition and operations expenditures, and prospective reserve levels of property or wells; any statements of the plans, strategies and objectives of management for future operations; any statement concerning developments, performance or industry rankings relating to services; any statements regarding future economic conditions or performance; any statements of expectation or belief; any statements regarding the proposed merger of Remington Oil and Gas Corporation into a wholly owned subsidiary of Helix or the anticipated results (financial or otherwise) thereof; and any statements of assumptions underlying any of the foregoing. The risks, uncertainties and assumptions referred to above include the performance of contracts by suppliers, customers and partners; employee management issues; complexities of global political and economic developments, geologic risks and other risks described from time to time in our reports filed with the Securities and Exchange Commission (“SEC”), including the Company’s Annual Report on Form 10-K for the year ending December 31, 2005; and, with respect to the proposed Remington merger, actual results could differ materially from Helix’s expectations depending on factors such as the combined company’s cost of capital, the ability of the combined company to identify and implement cost savings, synergies and efficiencies in the time frame needed to achieve these expectations, prior contractual commitments of the combined companies and their ability to terminate these commitments or amend, renegotiate or settle the same, the combined company’s actual capital needs, the absence of any material incident of property damage or other hazard that could affect the need to effect capital expenditures, any unforeseen merger or acquisition opportunities that could affect capital needs, the costs incurred in implementing synergies and the factors that generally affect both Helix’s and Remington’s respective businesses as further outlined in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in each of the companies’ respective Annual Reports on Form 10-K for the year ended December 31, 2005. Actual actions that the combined company may take may differ from time to time as the combined company may deem necessary or advisable in the best interest of the combined company and its shareholders to attempt to achieve the successful integration of the companies, the synergies needed to make the transaction a financial success and to*

react to the economy and the combined company's market for its exploration and production. We assume no obligation and do not intend to update these forward-looking statements.

#### **ADDITIONAL INFORMATION**

*Helix and Remington have filed a proxy statement/prospectus and other relevant documents concerning the proposed merger transaction with the SEC. Investors are urged to read the proxy statement/prospectus and any other relevant documents filed with the SEC because they contain important information. You can obtain the documents free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, you may obtain documents filed with the SEC by Helix free of charge by requesting them in writing from Helix or by telephone at (281) 618-0400. You may obtain documents filed with the SEC by Remington free of charge by requesting them in writing from Remington or by telephone at (214) 210-2650. Helix and Remington, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Remington in connection with the merger. Information about the directors and executive officers of Helix and their ownership of Helix stock is set forth in the proxy statement for Helix's 2006 Annual Meeting of Shareholders. Information about the directors and executive officers of Remington and their ownership of Remington stock is set forth in the Annual Report on Form 10-K for the year ended December 31, 2005, as amended by Form 10-K/A. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/prospectus.*





**UBS Global OIL & Gas Conference  
Austin, Texas  
May 23, 2006**

Martin Ferron – President

Wade Pursell – Chief Financial Officer



## Forward-Looking Statements

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Certain statements made herein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "expect," "will," "look forward to" and similar expressions are intended to identify forward-looking statements.

The expectations set forth in this filing regarding accretion, returns on invested capital, achievement of annual savings and synergies, achievement of strong cash flow, sufficiency of cash flow to fund capital expenditures, achievement of debt reduction targets and the proposed merger of Remington Oil and Gas Corporation into a wholly owned subsidiary of Helix are only the parties' expectations regarding these matters. Actual results could differ materially from these expectations depending on factors such as the combined company's cost of capital, the ability of the combined company to identify and implement cost savings, synergies and efficiencies in the time frame needed to achieve these expectations, prior contractual commitments of the combined companies and their ability to terminate these commitments or amend, renegotiate or settle the same, the combined company's actual capital needs, the absence of any material incident of property damage or other hazard that could affect the need to effect capital expenditures, any unforeseen merger or acquisition opportunities that could affect capital needs, the costs incurred in implementing synergies and the factors that generally affect both Helix's and Remington's respective businesses as further outlined in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in each of the companies' respective Annual Reports on Form 10-K for the year ended December 31, 2005. Actual actions that the combined company may take may differ from time to time as the combined company may deem necessary or advisable in the best interest of the combined company and its shareholders to attempt to achieve the successful integration of the companies, the synergies needed to make the transaction a financial success and to react to the economy and the combined company's market for its exploration and production.



## Additional Information

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Helix and Remington will file a proxy statement/prospectus and other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission ("SEC"). Investors are urged to read the proxy statement/prospectus when it becomes available and any other relevant documents filed with the SEC because they will contain important information. You will be able to obtain the documents free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, you may obtain documents filed with the SEC by Helix free of charge by requesting them in writing from Helix or by telephone at (281) 618-0400. You may obtain documents filed with the SEC by Remington free of charge by requesting them in writing from Remington or by telephone at (214) 210-2650. Helix and Remington, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Remington in connection with the merger. Information about the directors and executive officers of Helix and their ownership of Helix stock is set forth in the proxy statement for Helix's 2006 Annual Meeting of Shareholders. Information about the directors and executive officers of Remington and their ownership of Remington stock is set forth in the proxy statement for Remington's 2005 Annual Meeting of Stockholders. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/prospectus when it becomes available.



## Presentation Outline

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- I. Helix Strategy
- II. Contracting Services
- III. Oil & Gas Production
- IV. Financial Information
- V. Recent Highlights & Near Term Goals



## Helix Energy Solutions

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- Helix Energy Solutions Group, Inc.
- Ticker symbol: NASDAQ: HELX
- Website: [www.HelixESG.com](http://www.HelixESG.com)

Trading commenced on the NASDAQ with new ticker symbol HELX on Monday, March 6, 2006



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# Strategy



## Industry Macro Issues

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- Increasing Number of Mature and Small Reservoirs
- Increasing Ratio of Contribution to Global Production from Marginal Fields
- Increasing Subsea Development
- Highly Cyclical Market

All trends very much in evidence in the  
Gulf of Mexico today.



# Helix: A Full Cycle Energy Service Company

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We provide development solutions and related services to the energy market and specialize in the exploitation of marginal fields where we differentiate ourselves by taking oil and gas production as well as cash as payment for our services.





## Two Stranded Strategy

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**Contracting Services**



**&**

**Oil & Gas Production**

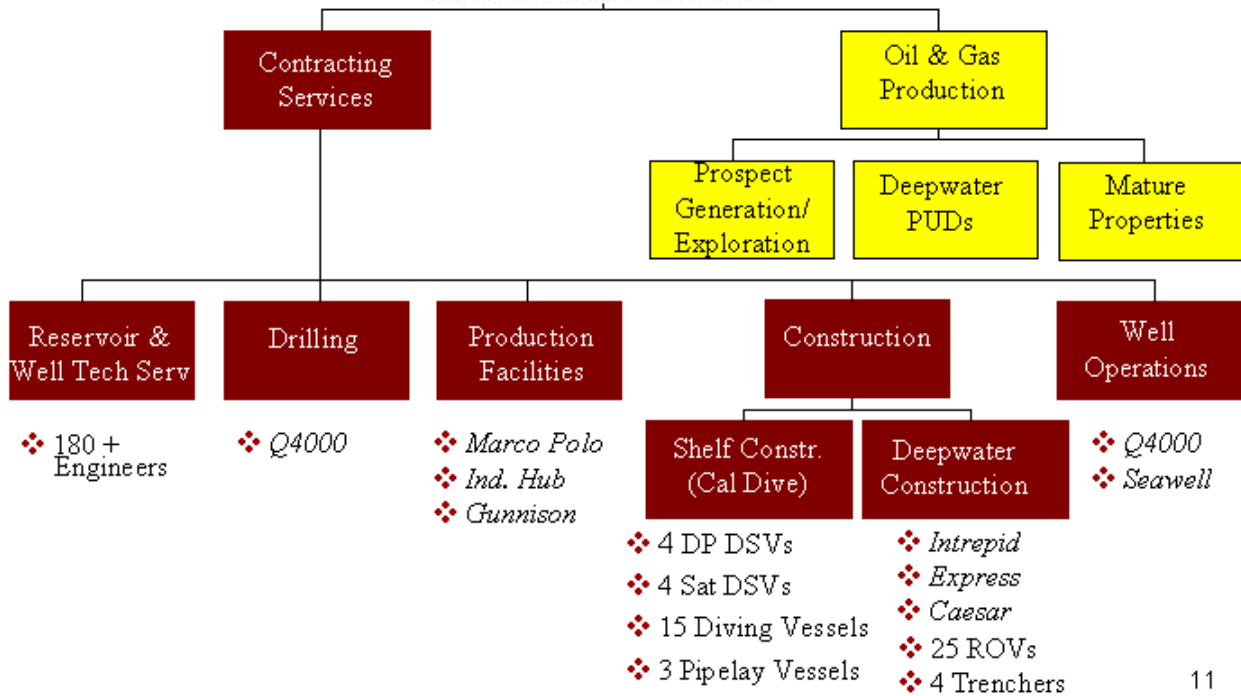


**=**

**Reduced  
Cyclicality  
(Steady Growth)  
And Superior  
Financial  
Returns**



# Structure / Resources





# Application of Contracting Services

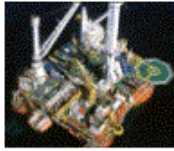
Exploration

Appraisal

Development

Production

Abandonment



Reservoir & Well  
Tech Services



Drilling



Production Facilities



Construction



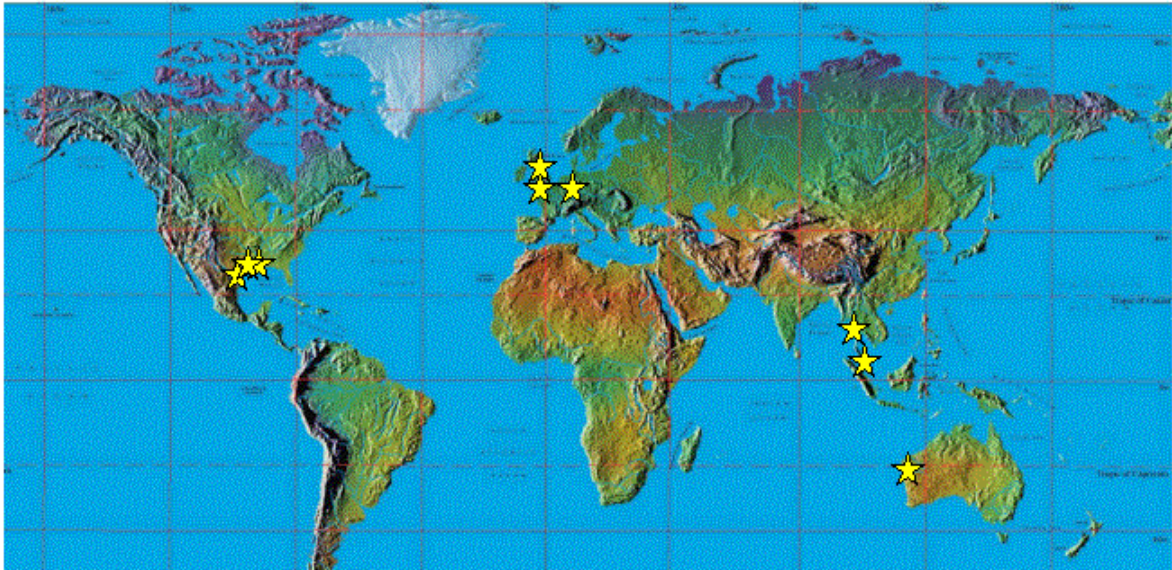
Well Operations



**'Full cycle cost can be reduced by at least 20%  
compared to conventional approaches'**



## Our Offices



- Houston
- Port Arthur
- New Iberia
- Lafayette
- Rotterdam



- Houston
- New Iberia
- Aberdeen



- London
- Aberdeen
- Kuala Lumpur
- Perth



- Houston
- Aberdeen



- Houston
- Aberdeen
- Singapore



# Contracting Services



## Two Stranded Approach

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**External  
Contracting**

**&**

**Production  
Contracting**

**=**

**Internal Backlog  
And  
Superior Return  
on Capital**

**Reservoir &  
Well Tech  
Services**



**Drilling**



**Production  
Facilities**



**Construction**



**Well Ops.**



## Services - Reservoir and Well Technology

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*Transforming subsurface uncertainty into value*



Helix RDS is a world class provider of reservoir and well technology services to the upstream oil and gas industry. The combination of our business scale, service scope, track record and independence make Helix RDS a unique service partner. This capability and experience continues to transform subsurface uncertainty into significant value for our clients around the globe.

- [CoreTeams™](#) - outsourced integrated reservoir management and well technology capabilities
- [OnDemand™](#) - consultancy services
- [Pulse™](#) - online analysis of upstream data
- [FaultFinder™](#) - high definition analysis of faulting
- [FlowDoctor™](#) - flow assurance service
- [LogDoctor™](#) - formation evaluation services
- [ProductionMentor™](#) - production optimization
- [PromotePartner™](#) service offered to oil and gas companies to help maximise the value of an asset through a promote, farm out or divestment process.
- [SandMentor™](#) - sand production analyzer
- [WellDoctor™](#) is our well integrity assurance service



## Services - Drilling

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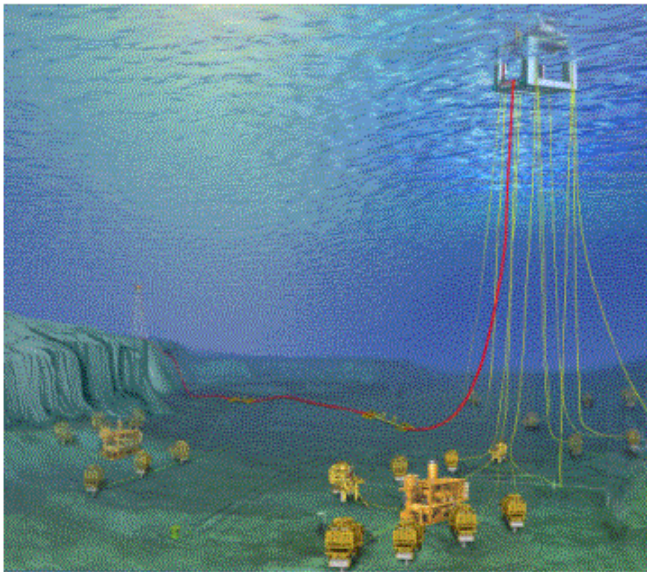
- Q4000 Upgrade
- Addition Of Modular-Based Drilling System
- Hybrid Slimbore Technology
- Designed For Deepwater Exploration And Appraisal
- Scheduled Completion: Early 2007





## Services - Production Facilities

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- Host production facilities capitalizing on “Hub and satellite” field concept of the Deepwater Gulf
- Fixed monthly demand charges and volumetric tariff charges
- Farm-In opportunities
- Installation of facility and Subsea tiebacks



## Services - Construction

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### Deepwater Construction



- Technically diverse DP Fleet
- Reel Lay and S-Lay
- Specialized Assets Target Niche Markets
- Deepwater Track Record; installed pipe in 5,600 feet

### Robotics



- Work Class ROV Systems
- Trenching/Burial Expertise
- DP Vessels
- Global Operations

### Shelf Construction



- Sat and Surface Diving
- Construction and abandonment
- Inspection, repair and maintenance

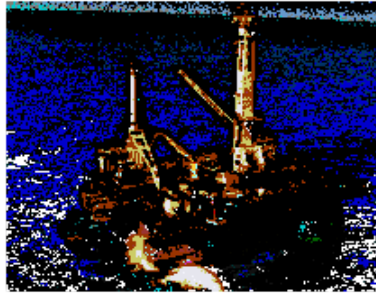


## Services – Well Operations

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### US Market

- ◆ Life of field services
- ◆ Recognized industry leader
- ◆ Alternative to drill rig
- ◆ 25% - 50% cost advantage
- ◆ Riser based technology



*Q4000*

### UK Market

- ◆ Established position in largest world market
- ◆ Property sales to Independents
- ◆ SIL based technology



*Seawell*



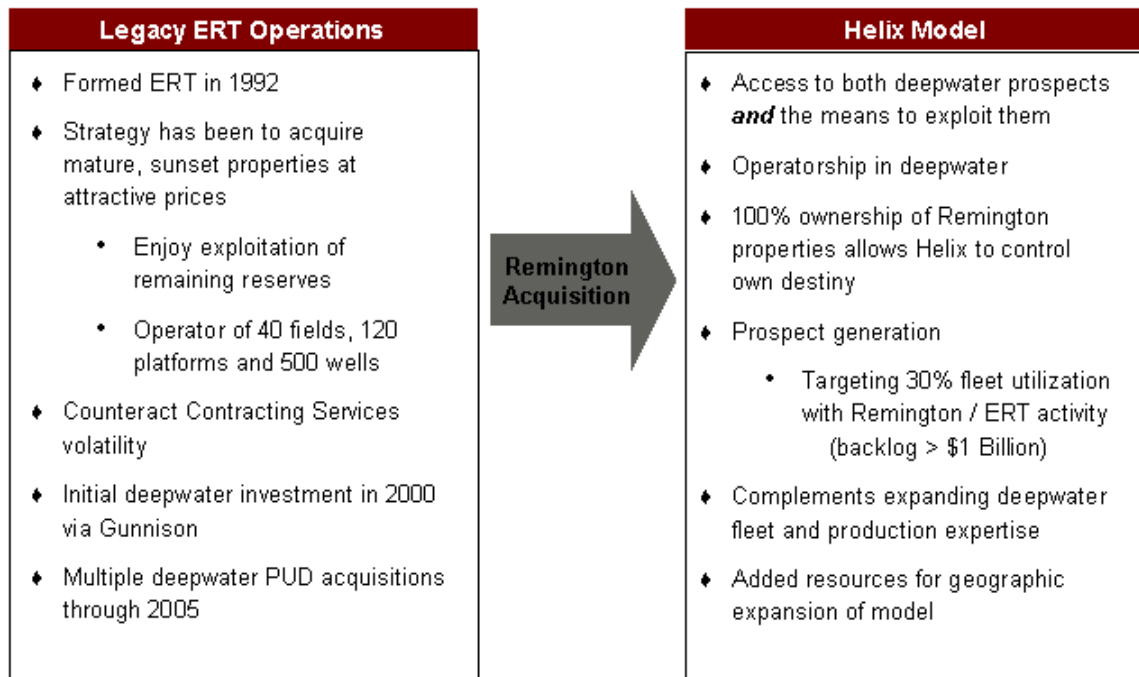
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# Oil & Gas Production



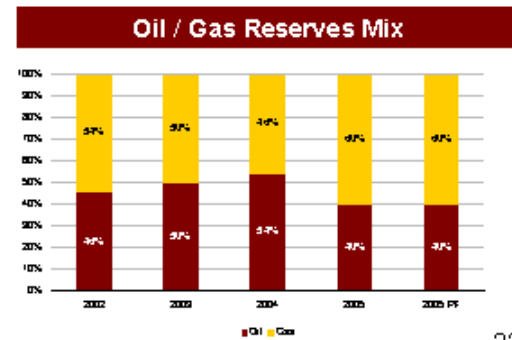
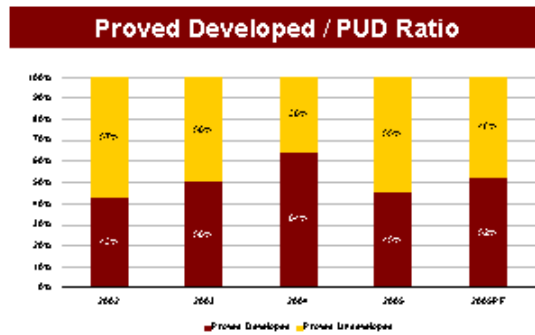
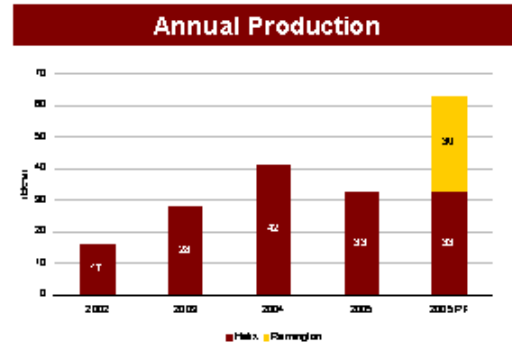
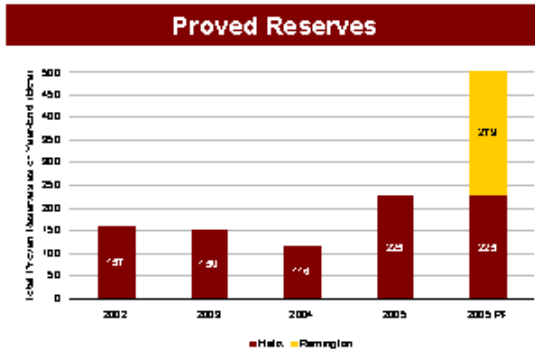
# Oil and Gas Production

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# Historical and Pro Forma Reserve Profile





## Remington Prospect Portfolio

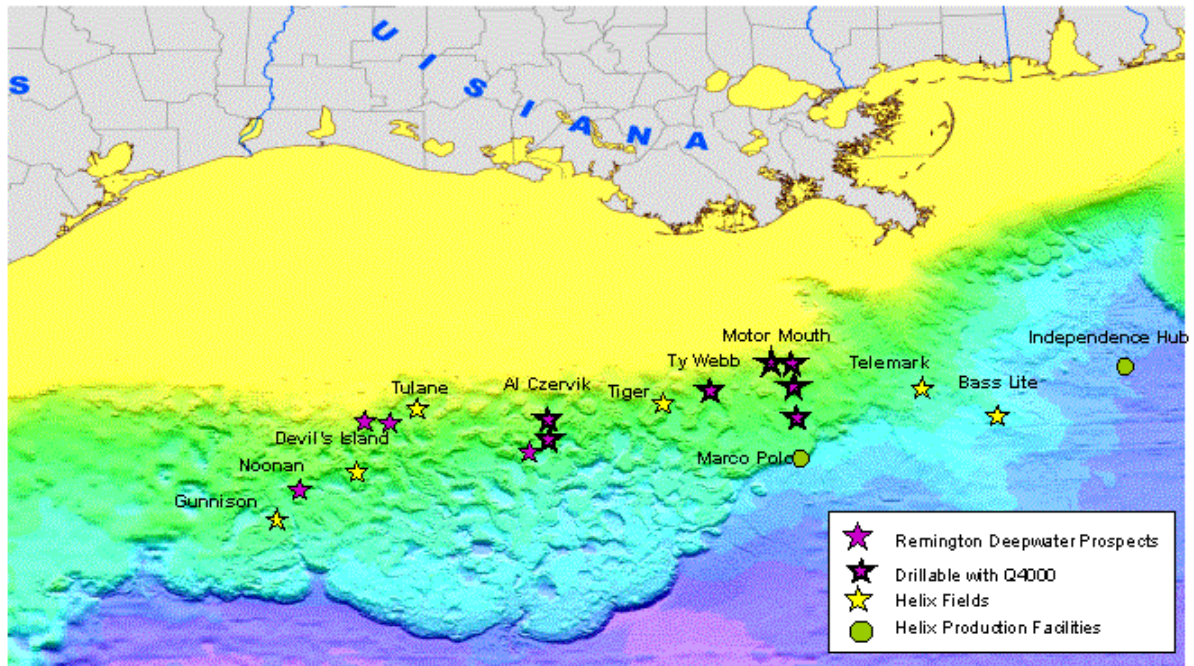
- Bottom-up reserve risk assessment based on historical success rates.
- 5-7 year drilling inventory.
- Targeting 30% fleet **utilization** with Remington/ERT activity.

	Number Of Prospects	Net Unrisked Potential (Bcf <sub>e</sub> )	Net Risked Potential (Bcf <sub>e</sub> )	Risked Pretax PV-10	
				Forward Curve (SMM)	\$8.50 Gas / \$55 Oil (SMM)
Low Risk Shelf (Ps > 50%)	44	165	109	\$215	\$248
Deep Shelf/Conventional High Risk	87	1,584	330	988	792
Deepwater	19	2,204	691	1,915 <sup>1</sup>	1,449 <sup>1</sup>
Total	150	3,954	1,130	\$3,217	\$2,488
Multiple Of Remington Proved Reserves		14x	4x		

<sup>1</sup> Over \$1 Billion of life of field services involved.



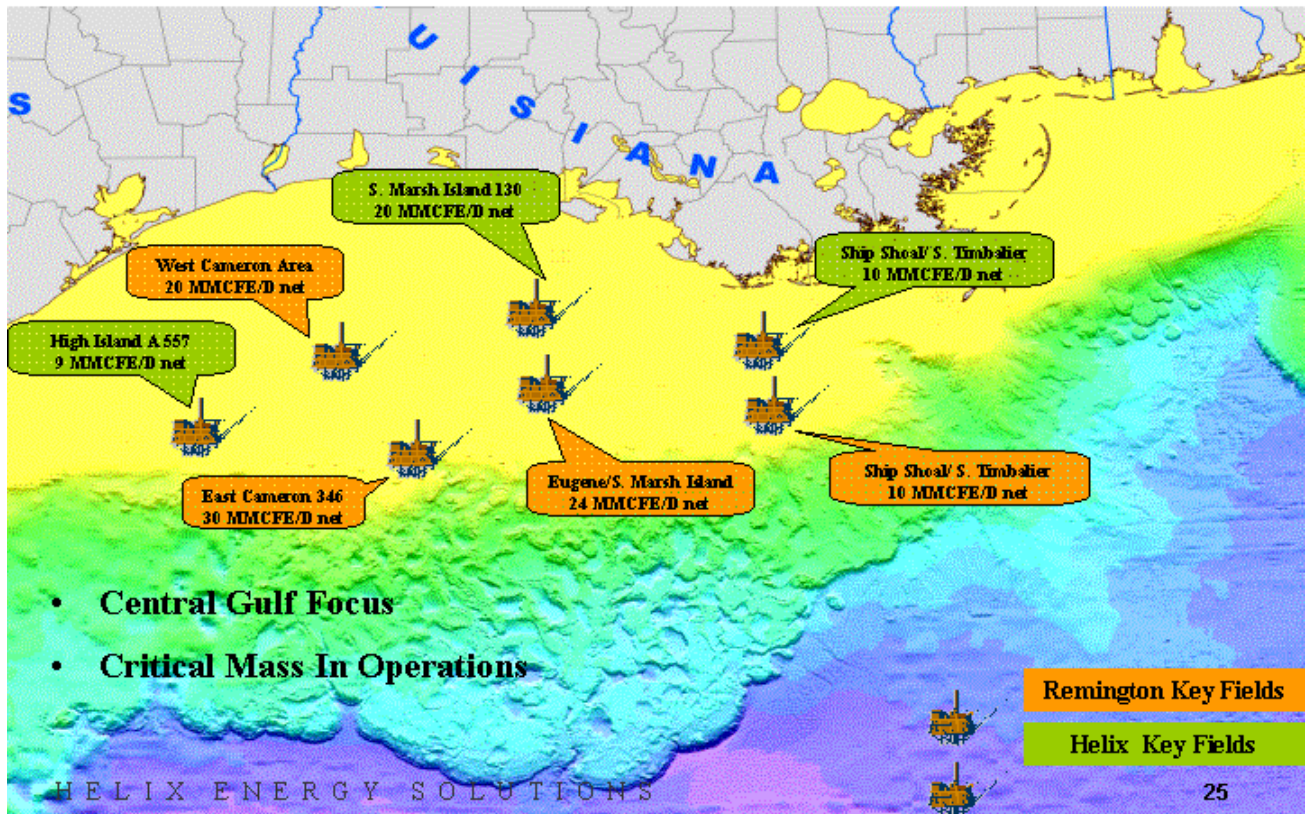
# Combined Deepwater Portfolio







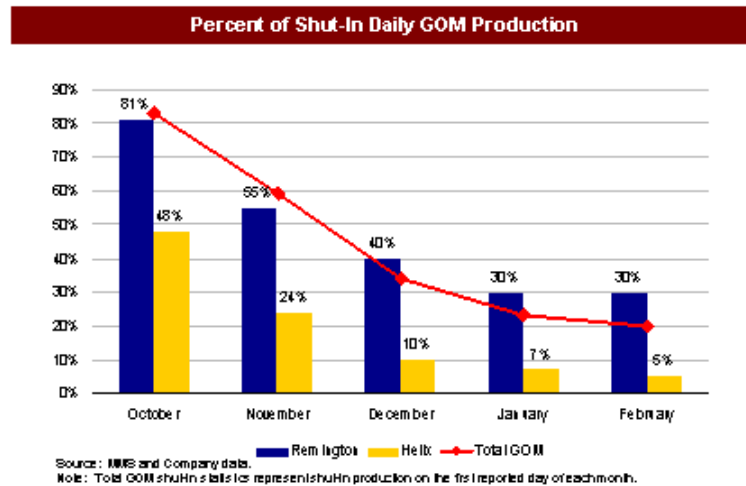
# Key Shelf Production Locations





## 2005 Hurricanes Impact on Production

- Helix's integrated production model paid huge dividends following the recent hurricanes, as access to Contracting Services vessels played an integral role in getting our Gulf of Mexico (GOM) production assets back online
  - Remedied approximately 50% of its shut-in capacity in just one month between October and November of 2005
- Several GOM producers, including Remington, still have significant production capacity shut in.





## Post Remington Numbers

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- Combined Production : > 220 mcf/d (2006)
- Combined Proven Reserves : > 500 bcfe (end 2005)
- Combined Deepwater Fields : > 30
- Combined Risked Prospects : > 1,400 bcf
- Associated Services Backlog : > \$1,000 m



## Helix Hedges: As Of April 30, 2006

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<u>Production Period</u>	<u>Instrument Type</u>	<u>Average Monthly Volumes</u>	<u>Weighted Average Price</u>
<b><u>Crude Oil</u></b>			
April 2006 - December 2006	Collars	125 MBbl	\$44.00 - \$70.48
January 2007 - December 2007	Collars	50 MBbl	40.00 - 62.15
<b><u>Natural Gas</u></b>			
April 2006 - December 2006	Collars	666,667 MMBtu	\$ 7.38 - \$13.37
January 2007 - March 2007	Collars	600,000 MMBtu	8.00 - 16.24
April 2007 - June 2007	Collars	500,000 MMBtu	8.00 - 10.62

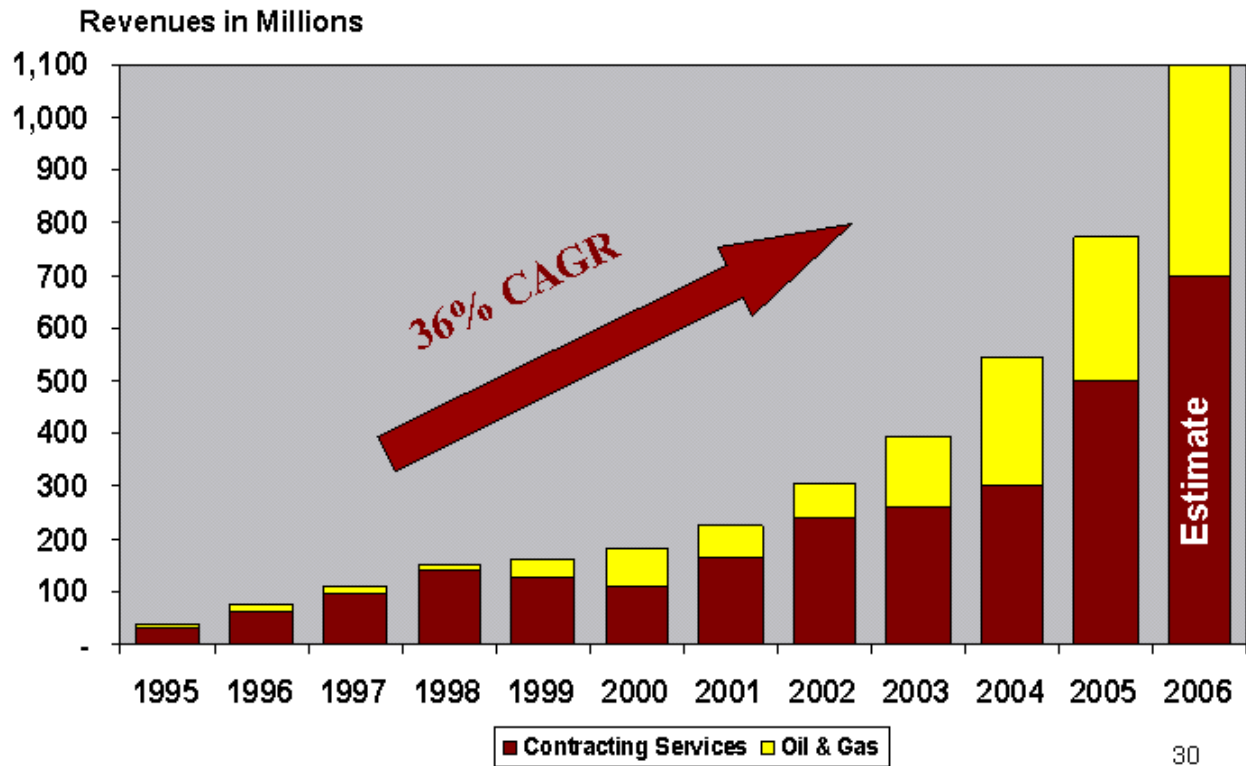


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# Financial Information



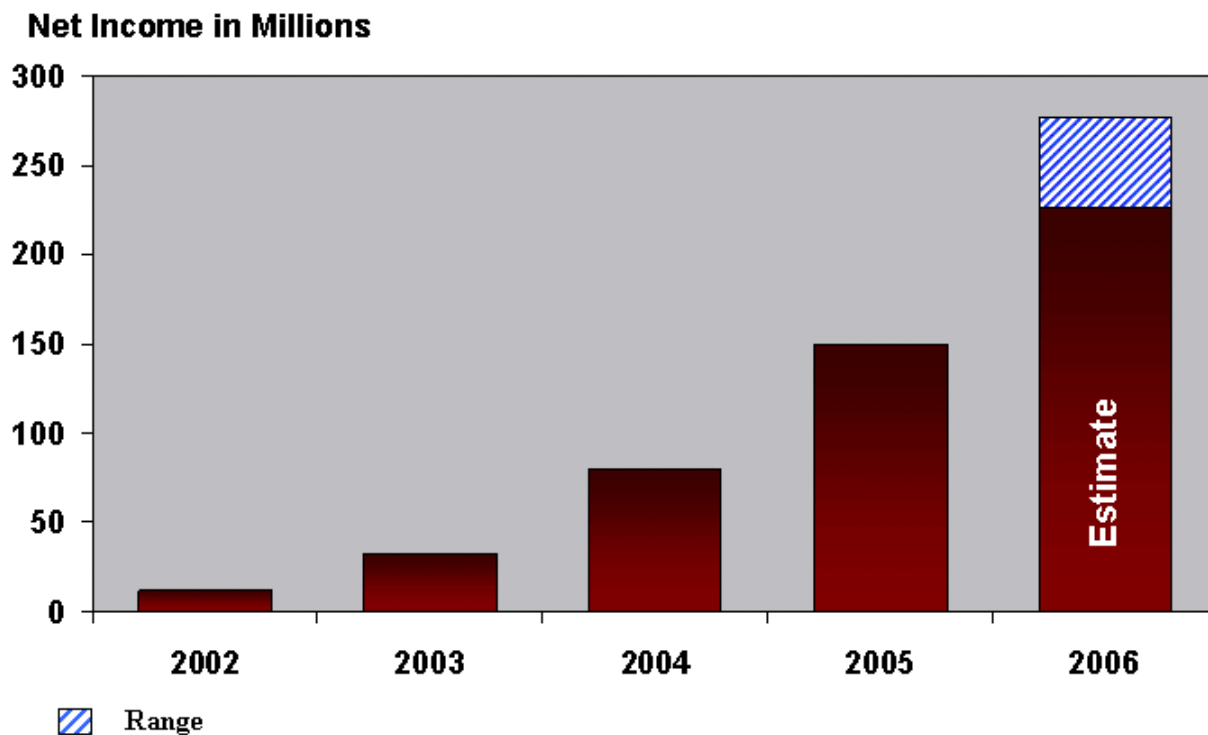
## Consistent Top Line Growth





## Bottom Line

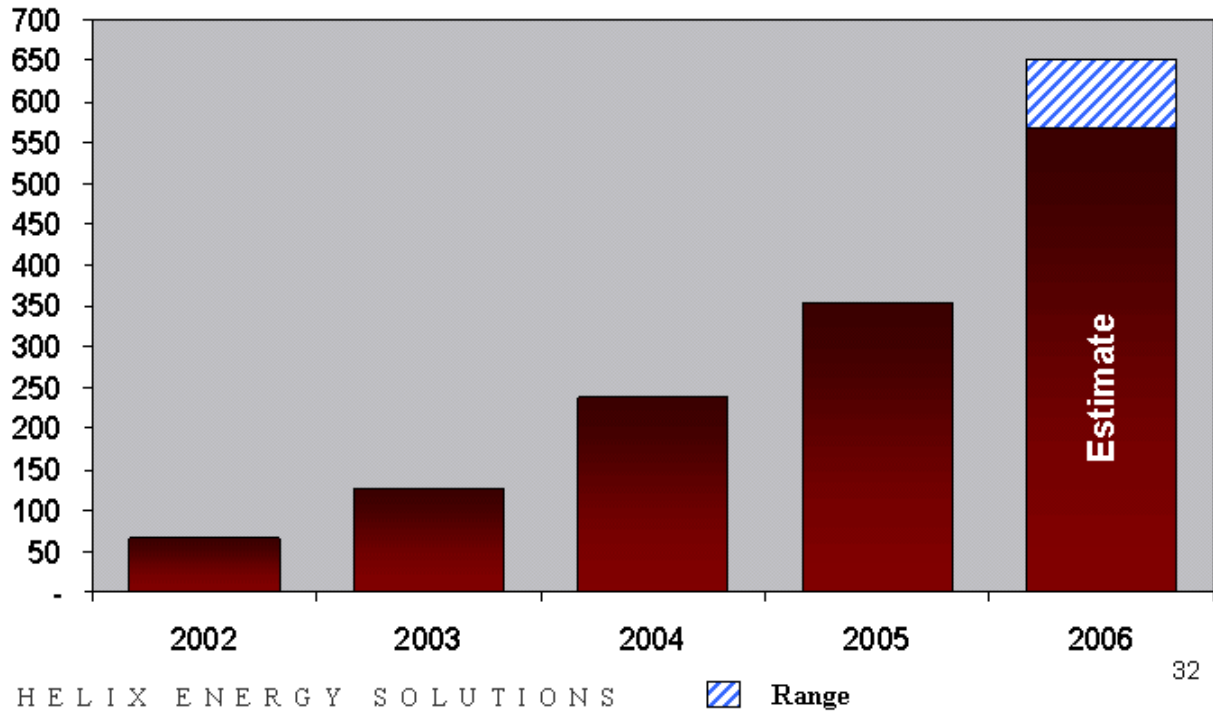
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## Significant Cash Generation

EBITDA in Millions (see GAAP reconciliation at [www.HelixESG.com](http://www.HelixESG.com))

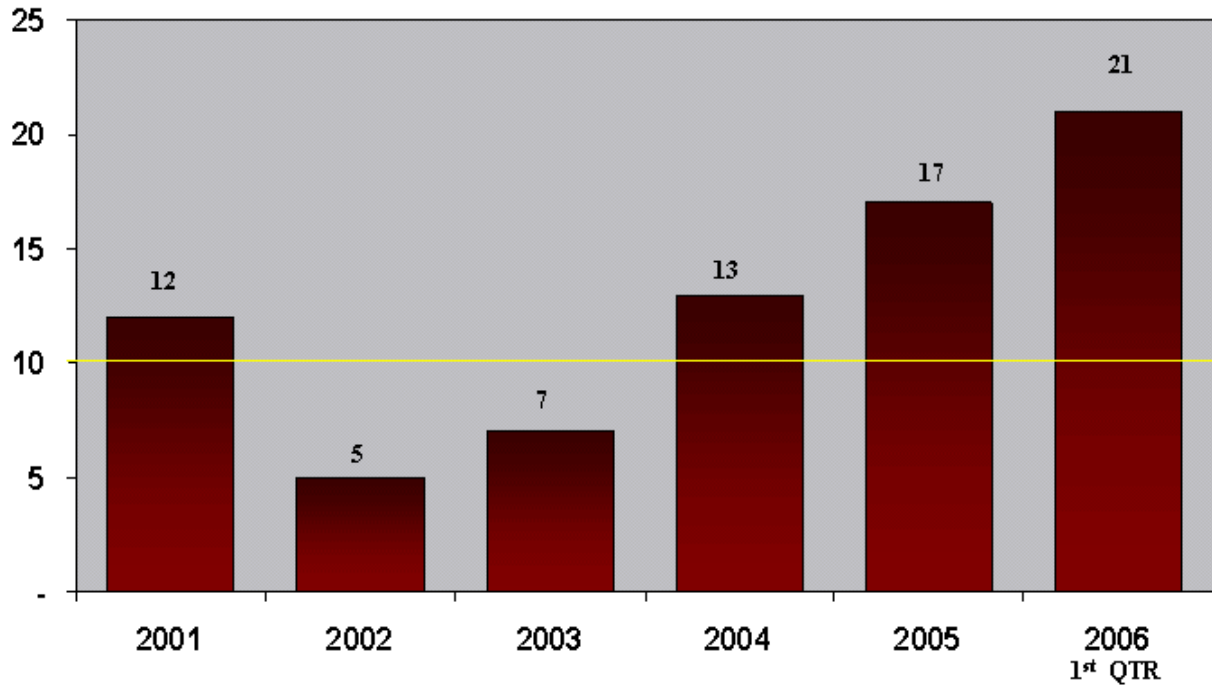






## Return on Capital Invested

Percentage (see calculation at Company's website – [www.HelixESG.com](http://www.HelixESG.com))



HELIX ENERGY SOLUTIONS



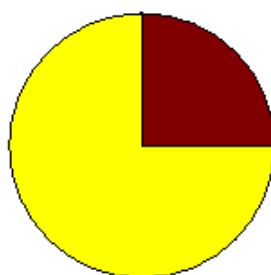
## CAPEX MIX

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2002 - 2005

\$1 Billion




2006  
Projected


\$ 1.5 Billion



2007 - 2009  
Projected

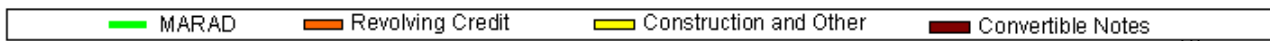
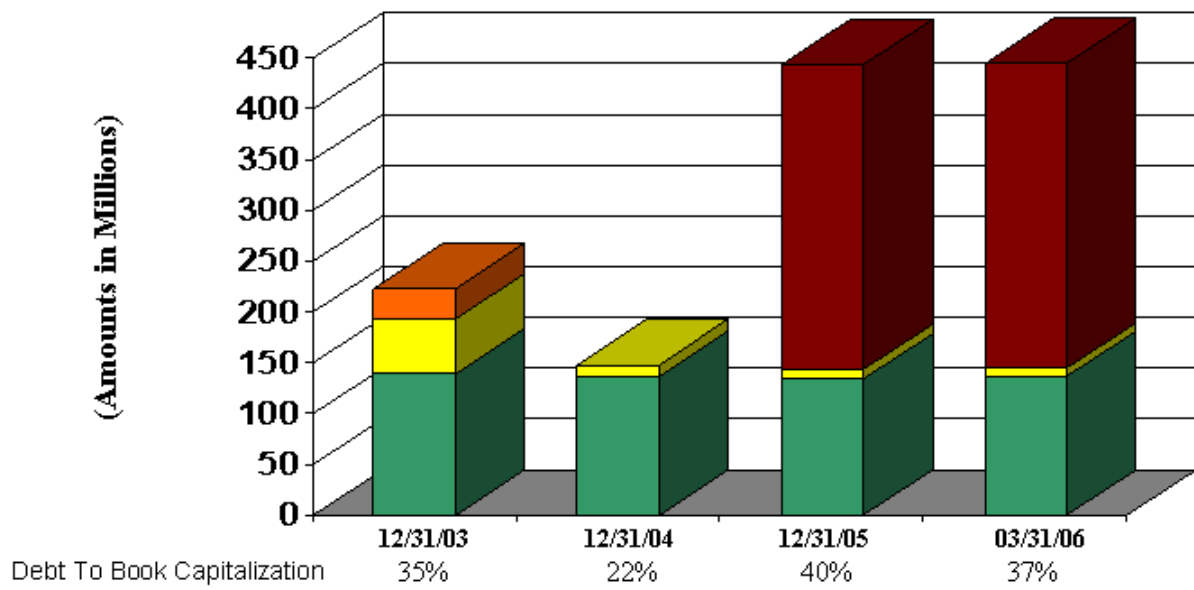
\$1.2 Billion

 Contracting Services

 Oil & Gas Production



## Long Term Debt





## Pro Forma Debt Summary

- Pro forma interest coverage of 7.1x<sup>2</sup> on TTM EBITDA.
- Projected Pro Forma 2006 Debt Service Coverage of 9.6x<sup>2</sup>
- Projected Debt to TTM EBITDA at Closing: 2 to 1

	Pro Forma 12/31/05	Interest Rate
	(SMM)	
Senior Secured <sup>1</sup>	\$ 813	7.00%
Convertible Senior Notes	300	3.25
MARAD	135	4.81
Capital Leases	<u>8</u>	<u>N/A</u>
Total	\$1,256	5.82%

Annual Pro Forma Interest Expense: \$73 Million

<sup>1</sup> Floating rate, seven-year term, 1% amortization.

<sup>2</sup> See GAAP reconciliation at Company's website – [www.HelixESG.com](http://www.HelixESG.com).



## 2006 Objectives (Excluding Remington)

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### **Contracting Services**

- Revenues: \$650 – 750 million
- Margins: 25% – 35%
- Equity earnings: \$27 – 32 million
- Achieve mechanical completion of the Independence Hub
- Begin construction for next facility opportunity

### **Oil and Gas Production**

- 44 – 47 Bcfe of production
- Begin production from at least one acquired PUD
- Make first North Sea acquisition

### **Financial**

- Earnings in range \$2.30 - \$3.30/share  
(Revised: \$2.70 - \$3.30/share)

### **Safety**

- TRIR below 1.8



## Highlights Last 6 Months

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### **Contracting Services**

- Acquired Torch fleet including Midnight Express
- Acquired Stolt North America fleet
- Acquired Helix RDS – reservoir engineering and well technology
- Announce conversion of cablelay ship into S-lay Vessel Caesar
- Announced drilling upgrade Q4000

### **Production**

- Assumed operatorship Telemark deepwater field in GOM from Norsk Hydro
- Announced \$1.4 Billion acquisition of Remington Oil & Gas





## Significant Events – Next 12 Months

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### **Services**

- Install drilling capability on the Q4000
- Mechanical completion of Independence Hub facility by Q4 06.
- Increase through-put on Marco Polo via K2, K2 North and other tie backs.
- Begin construction on next floating production system
- Engineer and execute development of ERT PUDs
- Monetize via divestment of a minority interest in Shelf Construction group
- Continue to explore consolidation in Shelf Construction market
- Continue conversion of Caesar for deep pipelay
- Bring on three ROVs
- Explore adding capacity to North Sea and S.E.A.

### **Production**

- Close Remington acquisition. Add Remington program to ERT Program
- Complete hurricane repair work. SS224, SM107, VR331, WC215 - > 3.5 MMCFD
- Catch up on delayed well works program
- Submit development plan on Telemark (42.5%)
- Complete drilling Tulane (50%) Q2 06. First Production prior to year-end
- Drill Tiger (40%) (Spud date in April following Tulane) First Production Q4 06
- Drill Huey (spud date early May) First Production 06
- Drill Devils Island (50%) (spud date q2 06) First Production Q1 07
- Close acquisition of PUD in North Sea