
**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 3, 2019** (May 1, 2019)



Helix Energy Solutions Group, Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation)

001-32936
(Commission File Number)

95-3409686
(IRS Employer Identification No.)

3505 West Sam Houston Parkway North, Suite 400
Houston, Texas
(Address of principal executive offices)

77043
(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))

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.

(e) In connection with Alisa Johnson's retirement from Helix as previously announced on March 21, 2019, Ms. Johnson resigned from her position as Executive Vice President, General Counsel and Corporate Secretary of Helix on May 1, 2019. Ms. Johnson will remain employed by Helix for several weeks in order to assist with the transition of her responsibilities to her successor. In light of Ms. Johnson's retirement and her long-term service as an executive officer of Helix, on May 1, 2019 Ms. Johnson and Helix entered into an Equity Compensation Agreement pursuant to which the vesting of Ms. Johnson's outstanding unvested restricted stock, consisting of a total of 163,305 shares of Helix's common stock, was accelerated as of that date, which agreement had been previously approved by the Compensation Committee of Helix's Board of Directors.

Item 7.01. Regulation FD Disclosure.

On May 3, 2019, Helix issued a Press Release announcing the resignation of Ms. Johnson and the promotion of Mr. Neikirk, a copy of which Press Release is furnished as Exhibit 99.1.

Item 8.01. Other Events.

On May 3, 2019, Helix announced that effective May 1, 2019, Ken Neikirk was promoted to Senior Vice President, General Counsel and Corporate Secretary of Helix, and was designated as an Executive Officer of the Company as defined in Rule 3b-7 promulgated under the Securities Exchange Act of 1934. Mr. Neikirk (age 44) has 19 years of experience practicing law in the corporate and energy sectors, and has been with Helix since 2007, most recently serving as Helix's Corporate Counsel, Compliance Officer and Assistant Secretary since February of 2016.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
99.1	<u>Press Release announcing the resignation of Ms. Johnson and the promotion of Mr. Neikirk.</u>

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 3, 2019

HELIX ENERGY SOLUTIONS GROUP,
INC.

By: /s/ Erik Staffeldt

Erik Staffeldt

Executive Vice President and Chief
Financial Officer



PRESSRELEASE

www.HelixESG.com

Helix Energy Solutions Group, Inc. · 3505 W. Sam Houston Parkway N., Suite 400 · Houston, TX 77043 · 281-618-0400 · fax: 281-618-0505

For Immediate Release

19-001

Date: May 3, 2019

Contact: Erik Staffeldt
Executive Vice President & CFO

Helix Announces Executive Management Team Succession

HOUSTON - (BUSINESS WIRE) - May 3, 2019 - Helix Energy Solutions Group, Inc. (NYSE: HLX) announced certain changes within its executive management team, consistent with the company's long standing succession plan, effective May 1, 2019. Alisa Johnson previously announced her retirement from her position as Helix's Executive Vice President, General Counsel and Corporate Secretary, and Ken Neikirk has been promoted to the position of Senior Vice President, General Counsel and Corporate Secretary. Mr. Neikirk has 19 years of experience practicing law in the corporate and energy sectors, and has been with Helix since 2007, most recently serving as Helix's Corporate Counsel, Compliance Officer and Assistant Secretary since February of 2016. Prior to joining Helix Mr. Neikirk was in private practice in New York and Houston. Mr. Neikirk holds a Bachelor of Arts degree from Duke University and a Juris Doctor from the University of Houston Law Center.

In connection with these changes, Owen Kratz, President and Chief Executive Officer of Helix, stated, "Alisa has been an integral part of our executive team since 2006, and has successfully overseen many developments at Helix during that time; I wish her well. Alisa and Ken have worked closely together for many years. Our confidence in Ken and his intricate understanding of our company is high, and we expect nothing but the smoothest transition."

About Helix

Helix Energy Solutions Group, Inc., headquartered in Houston, Texas, is an international offshore energy services company that provides specialty services to the offshore energy industry, with a focus on well intervention and robotics operations. For more information about Helix, please visit our website at www.HelixESG.com.

Forward-Looking Statements

This press release contains 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 "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, any statements regarding our strategy; any statements regarding visibility and future utilization; any projections of financial items; any statements regarding future operations expenditures; any statements regarding the plans, strategies and objectives of management for future operations; any statements regarding our ability to enter into and/or perform commercial contracts; any statements concerning developments; any statements regarding future economic conditions or performance; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. The forward-looking statements are subject to a number of known and unknown risks, uncertainties and other factors that could cause results to differ materially from those in the forward-looking statements, including but not limited to market conditions; results from acquired properties; demand for our services; the performance of contracts by suppliers, customers and partners; actions by governmental and regulatory authorities; operating hazards and delays, which include delays in delivery, chartering or customer acceptance of assets or terms of their acceptance; our ultimate ability to realize current backlog; employee management issues; complexities of global political and economic developments; geologic risks; volatility of oil and gas prices and other risks described from time to time in our reports filed with the Securities and Exchange Commission ("SEC"), including Helix's most recently filed Annual Report on Form 10-K and in Helix's other filings with the SEC, which are available free of charge on the SEC's website at www.sec.gov. We assume no obligation and do not intend to update these forward-looking statements except as required by the securities laws.

Social Media

From time to time we provide information about Helix on Twitter ([@Helix_ESG](https://twitter.com/Helix_ESG)) and LinkedIn (www.linkedin.com/company/helix-energy-solutions-group).