

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Sparks Scott Andrew</u>  (Last) (First) (Middle) <u>3505 W SAM HOUSTON PARKWAY N.</u> <u>SUITE 400</u>  (Street) <u>HOUSTON TX 77043</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HELIX ENERGY SOLUTIONS GROUP INC</u> [ <u>HLX</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below)  <u>EVP and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2024		M		39,683	A	(1)	203,631	D	
Common Stock	01/01/2024		D		39,683 <sup>(2)</sup>	D	\$10.28	163,948	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	01/01/2024		M			39,683	(1)	(3)	Common Stock	39,683	\$0.00	0	D	
Restricted Stock Units	(4)	01/01/2024		A		66,877		(4)	(5)	Common Stock	66,877	\$0.00	66,877	D	
Performance Share Units	(6)	01/01/2024		A		133,754 <sup>(7)</sup>		(6)	(8)	Common Stock	133,754	\$0.00	133,754	D	

Explanation of Responses:

1. Each Restricted Stock Unit ("2021 RSU") represents the contingent right to receive one share of Company common stock. Forfeiture restrictions lapsed with respect to one-third of the grant of the 2021 RSUs on January 1, 2022, forfeiture restrictions with respect to an additional one-third of the grant lapsed on January 1, 2023 and forfeiture restrictions with respect to the remaining one-third of the grant lapsed on January 1, 2024.
2. The Compensation Committee of the Company's Board of Directors (the "Compensation Committee") elected to pay in cash the value of the 2021 RSUs for which forfeiture restrictions lapsed.
3. Upon lapse of the forfeiture restrictions of the 2021 RSUs.
4. This Restricted Stock Unit ("2024 RSU") award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 15, 2019, the "LTIP") and each 2024 RSU represents the contingent right to receive one share of Company common stock. Forfeiture restrictions will lapse with respect to the 2024 RSUs granted on the basis of one-third of the grant on January 1, 2025, an additional one-third of the grant on January 1, 2026 and the remaining one-third of the grant on January 1, 2027. Upon each 2024 RSU vesting, the Compensation Committee has the option to pay the value in cash at its discretion.
5. Upon lapse of the forfeiture restrictions of the 2024 RSUs.
6. This Performance Share Unit ("2024 PSU") award was granted pursuant to the LTIP and each 2024 PSU represents the contingent right to receive one share of Company common stock. Actual number of 2024 PSUs upon vesting may range from 0% to 200% dependent on the Company's performance over the three-year period from January 1, 2024 through December 31, 2026. Upon 2024 PSU vesting, the Compensation Committee has the option to pay the value in cash at its discretion.
7. Amount reported represents 200% of the number of 2024 PSUs granted and is the maximum number that may be earned.
8. Upon payment of the 2024 PSUs, which shall occur no later than March 15, 2027.

Remarks:

Ken Neikirk by power of attorney  
\*\* Signature of Reporting Person

01/03/2024  
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.