
**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): December 18, 2007

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.) |
| 400 North Sam Houston Parkway East, Suite 400 Houston, Texas (Address of Principal Executive Offices) | | 77060 (Zip Code) |

Registrant's telephone number, including area code: **281-618-0400**

(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:

- 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))
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Item 7.01 Regulation FD Disclosure.

On December 18, 2007, Helix Energy Solutions Group, Inc. (“Helix”) issued a press release announcing that Helix has priced its private placement of \$550 million aggregate principal amount of 9.5% Senior Notes due 2016. The transaction was upsized from the previously announced offering size of \$500 million. Attached hereto as Exhibit 99.1 and incorporated by reference herein is the press release issued by Helix.

This information is not deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that section, and such information is not incorporated by reference into any registration statements or other document filed under the Securities Act of 1933, as amended (“Securities Act”), or the Exchange Act, regardless of the general incorporation language contained in such filing, except as shall be expressly set forth by specific reference to this filing.

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 December 18, 2007. |

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: December 19, 2007

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ A. WADE PURSELL_____

A. Wade Pursell

Executive Vice President and Chief Financial Officer

Index to Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release of Helix Energy Solutions Group, Inc. dated December 18, 2007. |



PRESSRELEASE

www.HelixESG.com

Helix Energy Solutions Group, Inc. • 400 N. Sam Houston Parkway E., Suite 400 • Houston, TX 77060 • 281-618-0400 • Fax: 281-618-0505

For Immediate Release

07-028

Date: December 19, 2007

Contact: Wade Pursell
Title: Chief Financial Officer

HELIX ENERGY SOLUTIONS PRICES \$550 MILLION OF 9.5% SENIOR UNSECURED NOTES DUE 2016

HOUSTON, TX. — Helix Energy Solutions (NYSE: HLX) announced today that it has priced a private offering of \$550 million aggregate principal amount of 9.5% Senior Unsecured Notes due 2016. The transaction was upsized from the previously announced offering size of \$500 million. Interest on the notes is payable January 15 and July 15 of each year, beginning July 15, 2008. Certain of the Company's domestic subsidiaries will fully and unconditionally guarantee the notes.

The Company intends to use the net proceeds of the proposed offering to repay outstanding indebtedness under its senior secured credit facilities.

The notes will not initially be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act. The notes may be resold by the initial purchasers pursuant to Rule 144A under the Securities Act and to persons outside the United States pursuant to Regulation S.

Martin Ferron, Helix's President and Chief Executive Officer, stated, "This financing, and the related amendment to our existing Senior Credit Facilities which we will enter into in conjunction with this financing, provide Helix with significant flexibility to pursue the strategic business initiatives that we believe will be key to continued growth, and will allow us to further enhance shareholder value. The ability to complete this offering in a challenging credit market highlights the strength of our business model."

This press release is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Helix Energy Solutions, headquartered in Houston, Texas, is an international offshore energy company that provides development solutions and other key life of field services to the open energy market as well as to our own oil and gas business unit.

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 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, 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 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, 2006, as amended. We assume no obligation and do not intend to update these forward-looking statements.