

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

**Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**



HELIX ENERGY SOLUTIONS GROUP, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

95-3409686
(I.R.S. Employer
Identification No.)

**3505 West Sam Houston Parkway North
Suite 400
Houston, TX 77043**
(Address of principal executive offices and zip code)

**Helix Energy Solutions Group, Inc. 2005 Long Term Incentive Plan
(As Amended and Restated Effective May 15, 2019)
Helix Energy Solutions Group, Inc. Employee Stock Purchase Plan
(As Amended and Restated Effective May 15, 2019)
(Full title of the plans)**

**Kenneth E. Neikirk
Senior Vice President, General Counsel and Corporate Secretary
3505 West Sam Houston Parkway North, Suite 400
Houston, TX 77043
(281) 618-0400**
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>			

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(4)	Proposed maximum aggregate offering price(4)	Amount of registration fee(4)
Common Stock, no par value	7,000,000(1)	\$3.53	\$24,710,000.00	\$2,290.62
	1,500,000(2)	\$3.53	\$5,295,000.00	\$490.85
Total	8,500,000(3)	\$3.53	\$30,005,000.00	\$2,781.47

- (1) Represents shares of common stock, no par value (the “Common Stock”), of Helix Energy Solutions Group, Inc. (the “Registrant”), issuable pursuant to the Helix Energy Solutions Group, Inc. 2005 Long Term Incentive Plan (As Amended and Restated Effective May 15, 2019) (the “Amended and Restated 2005 LTIP”).
 - (2) Represents shares of common stock issuable pursuant to the Helix Energy Solutions Group, Inc. Employee Stock Purchase Plan (As Amended and Restated Effective May 15, 2019) (the “Amended and Restated ESPP” and together with the Amended and Restated 2005 LTIP, the “Plans”).
 - (3) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), there are also registered hereunder such indeterminate number of additional shares of Common stock as may become available for issuance from time to time pursuant to the Plans as a result of stock splits, stock dividends or other similar transactions which result in an increase in the number of outstanding shares of Common Stock.
 - (4) The registration fee with respect to the shares of Common Stock has been computed in accordance with paragraphs (c) and (h) of Rule 457 of the Securities Act, based on a price of \$3.53 per share of Common Stock, which is the average of the daily high and low prices of the shares of Common Stock as reported on the New York Stock Exchange on January 7, 2022.
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PART I
EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering (1) an additional 7,000,000 shares of Common Stock, of the Registrant issuable under the Amended and Restated 2005 LTIP and (2) an additional 1,500,000 shares of Common Stock of the Registrant issuable under the Amended and Restated 2005 ESPP. Such shares represent only those additional shares of Common Stock to be issued under the Plans, as authorized and approved by the shareholders of the Registrant at its 2019 Annual Meeting of Shareholders held on May 15, 2019. In accordance with Section E of the General Instructions to Form S-8, the contents of the [Form S-8](#) as previously filed with the Securities and Exchange Commission (the “Commission”) on August 24, 2012, Registration No. 333-183532, are incorporated by reference into this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

- (a) the contents of the Registration Statement on [Form S-8](#) previously filed with the Commission on August 24, 2012 (File No. 333-183532);
- (b) the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-32936) for the year ended December 31, 2020, filed with the Commission on February 25, 2021 (the “2020 Form 10-K”);
- (c) the information specifically incorporated by reference into the [2020 Form 10-K](#) from the Registrant’s definitive proxy statement on [Schedule 14A](#) (File No. 001-32936) (other than information furnished rather than filed) filed with the Commission on April 6, 2021;
- (d) the Registrant’s Quarterly Reports on Form 10-Q (File No. 001-32936) for the quarterly periods ended [March 31, 2021](#), [June 30, 2021](#) and [September 30, 2021](#) filed with the Commission on April 28, 2021, July 28, 2021 and October 22, 2021, respectively;
- (e) the Registrant’s Current Reports on Form 8-K (File No. 001-32936) filed with the Commission on [February 12, 2021](#), [May 24, 2021](#), [July 23, 2021](#), [October 1, 2021](#), and [December 9, 2021](#) to the extent the information in such reports is filed and not furnished; and
- (f) the description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-32936) filed with the Commission on June 30, 2006, under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description, including [Amendment No. 1 to Form 8-A](#) (File No. 001-32936) filed with the Commission on October 25, 2019.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except for any information therein deemed to have been "furnished" rather than "filed" in accordance with the Commission's rules. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 5. Interests of Named Experts and Counsel

The validity of the shares of Common Stock to be issued under the Plans will be passed upon by Kenneth E. Neikirk, the Registrant's Senior Vice President, General Counsel and Corporate Secretary. Mr. Neikirk is a full-time employee of the Registrant, owns less than 1% of the Registrant's outstanding Common Stock, and is eligible to participate in the Plans and receive shares of Common Stock thereunder.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<u>2005 Amended and Restated Articles of Incorporation, as amended, of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on March 1, 2006 (000-22739)).</u>
4.2	<u>Second Amended and Restated By-Laws of Helix, as amended (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on September 28, 2006 (001-32936)).</u>
4.3	<u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.7 to the Form 8-A filed on June 30, 2006 (001-32936)).</u>
4.4	<u>2005 Long Term Incentive Plan of the Registrant (As Amended and Restated Effective May 15, 2019) (incorporated by reference to Annex A to the Definitive Proxy Statement filed on April 2, 2019 (001-32936)).</u>
4.5	<u>Employee Stock Purchase Plan of the Registrant (As Amended and Restated Effective May 15, 2019) (incorporated by reference to Annex B to the Definitive Proxy Statement filed on April 2, 2019 (001-32936)).</u>
5.1	<u>Opinion of Kenneth E. Neikirk.*</u>
23.1	<u>Consent of KPMG LLP.*</u>
23.2	<u>Consent of Kenneth E. Neikirk (included in Exhibit 5.1).*</u>
24.1	<u>Power of Attorney (included on the signature page to this Registration Statement).*</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on January 14, 2022.

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ Kenneth E. Neikirk

Kenneth E. Neikirk

Senior Vice President, General Counsel and Corporate Secretary

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kenneth E. Neikirk and Erik Staffeldt, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments or any abbreviated Registration Statement and any amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary in their capacities as officers and directors to enable the Registrant to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Commission, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Owen Kratz</u> Owen Kratz	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	January 14, 2022
<u>/s/ Erik Staffeldt</u> Erik Staffeldt	Chief Financial Officer <i>(Principal Financial Officer)</i>	January 14, 2022
<u>/s/ Brent Arriaga</u> Brent Arriaga	Chief Accounting Officer and Corporate Controller <i>(Principal Accounting Officer)</i>	January 14, 2022
<u>/s/ Amerino Gatti</u> Amerino Gatti	Director	January 14, 2022
<u>/s/ T. Mitch Little</u> T. Mitch Little	Director	January 14, 2022
<u>/s/ John V. Lovoi</u> John V. Lovoi	Director	January 14, 2022
<u>/s/ Amy H. Nelson</u> Amy H. Nelson	Director	January 14, 2022
<u>/s/ Jan A. Rask</u> Jan A. Rask	Director	January 14, 2022
<u>/s/ William L. Transier</u> William L. Transier	Director	January 14, 2022



Ken Neikirk
Senior Vice President,
General Counsel and Corporate Secretary

January 14, 2022

Helix Energy Solutions Group, Inc.
3505 West Sam Houston Parkway North
Suite 400
Houston, Texas 77043

Re: The Helix Energy Solutions Group, Inc. 2005 Long Term Incentive Plan (As Amended and Restated Effective May 15, 2019) and the Helix Energy Solutions Group, Inc. Employee Stock Purchase Plan (As Amended and Restated Effective May 15, 2019)

Ladies and Gentlemen:

I am Senior Vice President, General Counsel and Secretary of Helix Energy Solutions Group, Inc., a Minnesota corporation (the "Company"). This opinion is being rendered in connection with a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company today with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of 8,500,000 shares (the "Shares") of common stock, no par value per share, of the Company ("Common Stock"), consisting of (i) 7,000,000 shares of Common Stock issuable pursuant to the Helix Energy Solutions Group, Inc. 2005 Long Term Incentive Plan (As Amended and Restated Effective May 15, 2019) and (ii) 1,500,000 shares of Common Stock issuable pursuant to the Helix Energy Solutions Group, Inc. Employee Stock Purchase Plan (As Amended and Restated Effective May 15, 2019) (collectively, the "Plans").

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares of Common Stock.

I have examined and am relying on originals, or copies certified or otherwise identified to my satisfaction, of such corporate records and such other instruments, certificates, and representations of public officials and such other persons, and I have made such investigations of law, as I have deemed appropriate as a basis for the opinion expressed below.

In rendering the opinion set forth below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based on the foregoing and subject to the qualifications, limitations and assumption stated herein, it is my opinion that the Shares of Common Stock have been duly authorized by all necessary corporate action of the Company and, when issued and delivered in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the Minnesota Business Corporation Act as in effect on the date hereof and no opinion is expressed to the extent that any other laws are applicable to the subject matter hereof. No opinion is expressed and no assurance is given as to compliance with any federal or state securities law, rule or regulation. By rendering this opinion, I do not undertake to advise with respect to any other matter or any change in such laws or the interpretation thereof that may occur after the date hereof.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me contained under the heading "Interests of Named Experts and Counsel." By giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Kenneth E. Neikirk

Kenneth E. Neikirk
Senior Vice President,
General Counsel and Corporate Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 25, 2021, with respect to the consolidated financial statements of Helix Energy Solutions Group, Inc. and the effectiveness of internal control over financial reporting, incorporated herein by reference. Our report refers to a change in the method of accounting for leases as of January 1, 2019 due to the adoption of FASB ASU 2016-02, *Leases*.

/s/ KPMG LLP

Houston, Texas
January 14, 2022