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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): February 27, 2006**

**Cal Dive International, 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))
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### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 27, 2006, Cal Dive International, Inc., a Minnesota corporation (the “Company”), filed articles of merger merging Helix Energy Solutions, Inc., a Minnesota corporation and wholly owned subsidiary of the Company, with and into the Company effective as of March 6, 2006. The Company shall be the survivor of the merger and, as permitted under Minnesota law, upon the effectiveness of the merger, the name of the Company shall be changed to Helix Energy Solutions Group, Inc.

A copy of the 2005 Amended and Restated Articles of Incorporation, as amended effective as of March 6, 2006, are attached hereto as Exhibit 3.1.

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

Attached as Exhibit 99.1 and incorporated by reference herein is the press release issued by Cal Dive International, Inc. on February 27, 2006 announcing the change in the Company’s name from “Cal Dive International, Inc.” to “Helix Energy Solutions Group, Inc.”. The information provided in response to this Item 7.01 and Exhibit 99.1 attached hereto are not deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 and are not incorporated by reference into any Securities Act registration statements.

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

(c) *Exhibits*

Number    Description

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3.1        2005 Amended and Restated Articles of Incorporation, as amended effective as of March 6, 2006.

99.1      Press Release of Cal Dive International, Inc. dated February 27, 2006.

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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: February 28, 2006

CAL DIVE INTERNATIONAL, INC.

By: /s/ A. WADE PURSELL

A. Wade Pursell

Senior Vice President and Chief Financial Officer

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**Index to Exhibits**

Exhibit No.	Description
3.1	2005 Amended and Restated Articles of Incorporation, as amended effective as of March 6, 2006.
99.1	Press Release of Cal Dive International, Inc. dated February 27, 2006.

**2005 AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HELIX ENERGY SOLUTIONS GROUP, INC.**

**Article I  
Name**

The name of this Corporation shall be Helix Energy Solutions Group, Inc.

**Article II  
Purpose**

The Corporation shall have general business purposes and shall have authority to engage in and do any act necessary or incidental to the conduct of any business for which corporations may be organized under the provisions of Minnesota Statutes Chapter 302A.

**Article III  
Duration**

The Corporation shall have perpetual existence.

**Article IV  
Registered Office**

The registered office of this Corporation is c/o CT Corporation, 405 Second Avenue South, Minneapolis, Minnesota 55401.

**Article V  
Capital**

A. The total authorized capital stock of the Corporation is two hundred forty million (240,000,000) shares of Common Stock, without par value, and five million (5,000,000) shares of Preferred Stock with \$0.01 par value.

B. Shares of Preferred Stock may be divided into and issued from time to time in one or more series. In addition to, and not by way of limitation of, the power granted to the Board of Directors of this Corporation by Minnesota Statutes, Chapter 302A, the Board of Directors of the Corporation shall have the power and authority to fix by resolution the preferences, limitations and relative rights of the Preferred Stock of each series, including, but not limited to, the Series A-1 Cumulative Convertible Preferred Stock and the Series A-2 Cumulative Convertible Preferred Stock, each as more fully described in a Certificate of Rights and Preferences filed with the Secretary of State of the State of Minnesota on January 8, 2003 and June 23, 2004, respectively. The Board of Directors is hereby authorized to fix and determine such variations in the designations, preferences, and relative participating, optional or other special rights (including, without limitation, special voting rights, preferential rights to receive dividends or assets upon liquidation, rights of conversion into Common Stock or other securities, redemption

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provisions or sinking fund provisions) as between series and as between the Preferred Stock or any series thereof and the Common Stock, and the qualifications, limitations or restrictions of such rights, and the shares of Preferred Stock or any series thereof may have full or limited voting powers. Upon adoption of such resolution, a statement shall be filed with the Secretary of State in compliance with Minnesota Statutes Section 302A.401, before the issuance of any shares for which the resolution creates rights or preferences not set forth in these Articles of Incorporation; provided, however, where the shareholders have received notice of the creation of shares with rights or preferences not set forth in these Articles of Incorporation before the issuance of the shares, the statement may be filed any time within one year after the issuance of the shares.

C. Except in respect of characteristics of a particular series fixed by the Board of Directors, all shares of Preferred Stock shall be of equal rank and shall be identical. All shares of any one series of Preferred Stock so designated by the Board of Directors shall be alike in every particular, except that the shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

D. Subject to the preferences of any series of Preferred Stock, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manner as determined by the Board of Directors, declare and pay dividends on the Common Stock of the Corporation. No dividend (other than a dividend in capital stock ranking on a parity with the Common Stock or cash in lieu of fractional shares with respect to such stock dividend) shall be declared or paid on any share or shares of any class of stock or series thereof ranking on a parity with the Common Stock in respect of payment of dividends for any period unless there shall have been declared, for the same dividend period, like proportionate dividends on all shares of Common Stock then outstanding.

E. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary after payment or provision for payment of the debts and other liabilities of the Corporation and payment or setting aside for payment of any preferential amount due to the holders of any other class or series of stock, the holders of the Common Stock shall be entitled to receive ratably any or all assets remaining to be paid or distributed.

F. The holders of the Common Stock of the Corporation shall be entitled to one vote for each share of such stock held by them.

G. Whenever reference is made in this Article V to shares "ranking prior to" another class of stock or "on a parity with" another class of stock, such reference shall mean and include all other shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends or as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation are given preference over, or rank on an equal basis with, as the case may be, the rights of the holders of such other class of stock. Whenever reference is made to shares "ranking junior to" another class of stock, such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends and as to distributions in the event of a voluntary or



involuntary liquidation, dissolution or winding up of the affairs of the Corporation are junior and subordinate to the rights of the holders of such class of stock. Except as otherwise provided in these Articles of Incorporation, or in the statement filed with the Secretary of State in compliance with Minnesota Statutes Section 306A.401, each series of Preferred Stock ranks on a parity with each other and each ranks prior to the Common Stock. Common Stock ranks junior to Preferred Stock.

H. The Corporation shall at all times reserve and keep available, out of its authorized but unissued shares of Common Stock, the full number of shares of Common Stock into which all shares of any series of Preferred Stock having conversion privileges from time to time outstanding are convertible. Unless otherwise provided in these Articles of Incorporation or in the statement filed with the Secretary of State in compliance with Minnesota Statutes Section 306A.401 with respect to a particular series of Preferred Stock, all shares of Preferred Stock redeemed or acquired (as a result of conversion or otherwise) shall be retired and restored to the status of authorized but unissued shares.

#### **Article VI Directors**

A. The number of directors of the Corporation shall be fixed as specified or provided for in the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws shall so provide.

B. Any director or the entire Board of Directors may be removed, but only by a 68% vote of the holders of the shares then entitled to vote at an election of directors.

C. A director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as the vote of a director present at the meeting in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

D. The Board of Directors, when evaluating a tender offer or an offer to make a tender or exchange offer or to effect a merger, consolidation or share exchange or sale of all or substantially all of the assets of the Corporation, may, in exercising its judgment in determining what is in the best interests of the Corporation and its shareholders, consider the following factors and any other factors that it deems relevant: (1) not only the consideration being offered in the proposed transaction, in relation to the then current market price for the outstanding capital stock of the Corporation, but also the market price for the capital stock of the Corporation over a period of years, the estimated price that might be achieved in a negotiated sale of the Corporation as a whole or in part or through orderly liquidation, the premiums over market price for the securities of other corporations in similar transactions, current political, economic and other factors bearing on securities prices and the Corporation's financial condition and future

prospects; (2) the social and economic effects of such transaction on the Corporation, its subsidiaries, or their employees, customers, creditors and the communities in which the Corporation and its subsidiaries do business; (3) the business and financial condition and earnings prospects of the acquiring party or parties; including, but not limited to, debt service and other existing or likely financial obligations of the acquiring party or parties, and the possible effect of such condition upon the Corporation and its subsidiaries and the communities in which the Corporation and its subsidiaries do business; and (4) the competence, experience, and integrity of the acquiring party or parties and its or their management. Notwithstanding any provision of this Article VI(D), this Article is not intended to confer any rights on any subsidiary of the Corporation or on any of the Corporation's or its subsidiaries' employees, customers, creditors or other members of the communities in which it or they do business.

**Article VII**  
**Shareholder Voting**

No shareholder of this Corporation shall be entitled to any cumulative voting rights. Action shall not be taken by written consent of the Shareholders, but, in all cases, shall be taken at a meeting of the Shareholders as described in the By-Laws of the Corporation.

**Article VIII**  
**Preemptive Rights**

No shareholder of this Corporation shall have any preferential, preemptive, or other rights of subscription to any shares of any class or series of stock of this Corporation allotted or sold or to be allotted or sold, whether now or hereafter authorized, or to any obligations or securities convertible into any class or series of stock of this Corporation.

**Article IX**  
**Director Liability**

A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the Corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Corporation's stock under Minnesota Statutes, Section 302A.559, or on material violations of federal or state securities laws; (iv) liability for any transaction from which the director derived a material improper personal benefit; or (v) liability for any act or omission occurring prior to the date this Article IX becomes effective. If Minnesota Statutes, Chapter 302A, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A. Any repeal of this provision as a matter of law or any modification of this Article IX by the shareholders of the Corporation shall be prospective only, and shall not

adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

**Article X**  
**Board Action Without a Meeting**

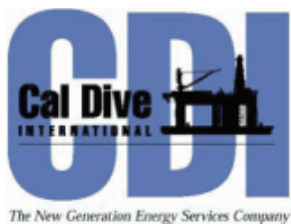
Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting by a written action signed collectively, or individually in counterparts, or consented to by an authentic electronic communication (as defined in Minnesota Statutes Section 302A.011), by all of the directors then in office.

**Article XI**  
**Amendment to Articles of Incorporation or Bylaws**

In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation or adopt new By-Laws, without any action on the part of the shareholders; provided, however, that no such adoption, amendment, or repeal shall be valid with respect to By-Law provisions which have been adopted, amended, or repealed by the shareholders; and further provided, that By-Laws adopted or amended by the Board of Directors and any powers thereby conferred may be amended, altered, or repealed by the shareholders. In addition, the affirmative vote of the holders of at least (a) 80% of the voting power of the then outstanding shares of voting stock, voting together as a single class, and in addition to any other vote required by these Articles of Incorporation or the By-Laws, is required to amend provisions of these Articles of Incorporation or the By-Laws relating to: (i) the taking of less than unanimous shareholder action without a meeting; (ii) the right of shareholders to call a special meeting; (iii) the number, election and term of the Corporation's directors; (iv) the procedures for the removal of directors or filling vacancies on the Board; and (v) fixing a quorum for meetings of shareholders; and (b) at least 90% of the voting power of the then outstanding shares of voting stock, voting together as a single class, and in addition to any other vote required by these Articles of Incorporation or the By-Laws, is required to amend the provisions of these Articles of Incorporation relating to the Minnesota Control Share Acquisition Act or the Minnesota Business Combinations Act.

**Article XII**  
**Minnesota Statutes § 302A.671**  
**(Control Share Acquisitions)**

The Corporation and its shareholders hereby expressly elect to not have the provisions of Minnesota Statutes § 302A.671, as now in effect or as hereafter amended from time to time, the Control Share Acquisition Act, apply to any Control Share Acquisition (as in such statute defined) involving the Corporation.



# PRESSRELEASE

[www.caldive.com](http://www.caldive.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**

**06-007**

**Date: February 27, 2006**

**Contact: Wade Pursell**  
**Title: Chief Financial Officer**

## Cal Dive announces change of corporate name to Helix Energy Solutions

HOUSTON, TX — Cal Dive International, Inc. (Nasdaq: CDIS) announced today that it is changing its corporate name to Helix Energy Solutions Group, Inc. (“Helix Energy Solutions”). The name change will be effective as of March 6, 2006 at which time the company will trade under the stock symbol HELX on the NASDAQ exchange. The company’s new website at [www.HelixESG.com](http://www.HelixESG.com) will also be rolled out on that date.

Owen Kratz, Chairman and Chief Executive Officer, stated, “It is with a tinge of sadness, but a lot of excitement, that we inform you of our plans to change our corporate name. The name “Cal Dive” has served us well since the 1960s; however, it is time to move on, as we clearly are no longer solely a diving services provider.

“We have long seen three undeniable trends in the oilfield industry environment: there will be more mature fields; more small oilfield discoveries; and more deepwater development projects. Since the early 1990s, we have been gradually positioning the company to achieve superior growth and financial returns from exploiting these trends. We have assembled a company with highly specialized people, assets and methodologies that we believe provide all of the necessary services to maximize the economics from marginal fields.

“We differentiate ourselves as a service contractor by taking equity interests in some of those fields. We started in 1992 with mature reservoirs in shallow water and more recently have secured working interests in several deepwater development fields. Following the closing of our acquisition of Remington Oil and Gas and the completion of the drilling upgrade to the *Q4000*, we will be able to identify, drill, develop, maintain and finally abandon our own reservoirs with the status of operator.

“The choice of an appropriate new name has perplexed us for many months; however, we believe that the acquisition of Helix RDS last year brought us a perfect answer. A helix is of course a spiral, but, more interestingly, a double helix is the natural shape that defines the structure of DNA, a basic building block of all of us. The two strands of the double helix are anti-parallel, which means that they run in opposite directions.

“The clear analogy for us is that we regard it as entirely natural for our strategy to have the two strands of energy service and production. These strands have also proven to be counter cyclical, as service activity lags changes in the commodity prices which drive production returns.

“Therefore, our new name will be HELIX ENERGY SOLUTIONS and we pledge to continue to focus on both high quality service provision and value adding oil and gas production, as a partner and operator.

“While we take the name of one subsidiary, we will on pass “Cal Dive” to our Shelf services business unit. We may then sell a minority stake in it via an initial public offering later this year. This press release does not constitute an offer of any securities for sale. The proceeds from such a sale would be used to help finance a planned investment program in service assets that are more core to our strategy, e.g., production facilities or even a second *Q4000*-type vessel.

“We look forward to the support of all our stakeholders as this “twist” of fate unfolds. In return we will strive daily to be as successful as “Cal Dive” has always been.”

Helix Energy Solutions, headquartered in Houston, Texas, is an energy service company which provides alternate solutions to the oil and gas industry worldwide for marginal field development, alternative development plans, field life extension and abandonment, with service lines including marine diving services, robotics, well operations, facilities 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; 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 Cal Dive 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, other risks described from time to time in our reports filed with the Securities and Exchange Commission, including the Company’s Annual Report on Form 10-K for the year ending December 31, 2004; and, with respect to the proposed Remington merger, actual results could differ materially from Cal Dive’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 Cal Dive’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, 2004. 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

*Cal Dive 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 Cal Dive free of charge by requesting them in writing from Cal Dive 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. Cal Dive 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 Cal Dive and their ownership of Cal Dive stock is set forth in the proxy statement for Cal Dive’s 2005 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.*