

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)

Helix Energy Solutions Group, Inc.

(Name of Subject Company (issuer))

Helix Energy Solutions Group, Inc.

(Name of Filing Persons (issuer))

3.25% Convertible Senior Notes due 2032
(Title of Class of Securities)

42330P AG2
(CUSIP Number of Class of Securities)

Alisa B. Johnson
Executive Vice President and General Counsel
3505 West Sam Houston Parkway North, Suite 400
Houston, TX 77043
(281) 618-0400

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Gene J. Oshman
Travis J. Wofford
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee**
\$60,115,000	\$7,484.32

* For purposes of calculating amount of filing fee only. The transaction valuation upon which the filing fee was based was calculated as follows: The purchase price of the 3.25% Convertible Senior Notes due 2032, as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of February 13, 2018, there was \$60,115,000 aggregate principal amount outstanding, resulting in an aggregate purchase price of \$60,115,000.

** The amount of the filing fee equals \$124.50 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$7,484.32
Form or Registration No.: Schedule TO-I
(File No. 005-51259)

Filing Party: Helix Energy Solutions Group, Inc.
Date Filed: February 14, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed by Helix Energy Solutions Group, Inc., a Minnesota corporation (the “Company”), on February 14, 2018 (the “Schedule TO”), as amended and supplemented on March 14, 2018 by Amendment No. 1 to the Schedule TO, and relates to the Company’s offer to repurchase the 3.25% Convertible Senior Notes due 2032 that were issued by the Company (the “Notes”).

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), this Amendment No. 2 amends and restates only the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 2 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Exchange Act.

Items 1, 4, 8 and 11.

The holders’ right to surrender Notes for repurchase (the “Offer”) and holders’ withdrawal rights with respect to the Notes expired at 5:00 p.m., New York City time, on March 15, 2018. The Company has been advised by The Bank of New York Mellon Trust Company, N.A., the paying agent, that \$59,306,000 aggregate principal amount of the Notes were surrendered to the paying agent and not withdrawn. The Company has accepted all such Notes for payment as required by the indenture governing the Notes. In accordance with the terms of the indenture governing the Notes, the Company expects to forward to the paying agent the appropriate amount of cash required to pay the total purchase price for the surrendered Notes on March 16, 2018, and for the paying agent to promptly distribute the cash to the holders in accordance with the indenture governing the Notes. After the Offer, \$809,000 aggregate principal amount of the Notes will remain outstanding.

Item 12. Materials To Be Filed As Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the exhibit referenced below.

(a)(1)(D) Press release dated March 16, 2018.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 16, 2018

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ Erik Staffeldt

Erik Staffeldt

Senior Vice President and Chief Financial Officer

INDEX TO EXHIBITS

- (a)(1)(A) Company Notice to Holders of Helix Energy Solutions Group, Inc. 3.25% Convertible Senior Notes due 2032, dated February 14, 2018.*
- (a)(1)(B) Press Release dated February 14, 2018.*
- (a)(1)(C) Press Release dated March 13, 2018.*
- (a)(1)(D) Press Release dated March 16, 2018.**
- (b) Not applicable.
- (d)(1) Indenture dated as of March 12, 2012 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 12, 2012).
- (d)(4) The description of the Notes and the Indenture set forth under the caption "Description of Notes" in the Company's Prospectus dated March 7, 2012, forming part of the Company's Registration Statement on Form S-3 (Registration No. 333-179937).
- (d)(5) The description of the Company's common stock, no par value, set forth in the Company's Registration Statement on Form 8-A, filed on June 30, 2006, including any amendment or report filed for the purpose of updating such description.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

** Filed herewith.



**HELIX ENERGY SOLUTIONS GROUP, INC.
ANNOUNCES THE EXPIRATION AND FINAL RESULTS
OF ITS OFFER TO PURCHASE ITS
3.25% CONVERTIBLE SENIOR NOTES DUE 2032**

HOUSTON, March 16, 2018—Helix Energy Solutions Group, Inc. (NYSE:HLX) announced today the expiration and final results of its previously announced offer to purchase its outstanding 3.25% Convertible Senior Notes due 2032 (the “Notes”) at the option of the holders of the Notes pursuant to the terms of the indenture governing the Notes. The offer to purchase and withdrawal rights with respect to tendered Notes expired at 5:00 p.m., New York City time, on March 15, 2018. Holders of an aggregate of \$59,306,000 principal amount of the Notes exercised the holders’ right to surrender their Notes for repurchase, and an aggregate of \$809,000 principal amount of the Notes remains outstanding. Helix currently expects the repurchase price for any Notes that have been validly surrendered for purchase and not withdrawn by the expiration of the offer to purchase will be paid on March 20, 2018.

The holders’ right to surrender their Notes for repurchase was made pursuant to the terms of a Company Notice dated February 14, 2018, which was attached as an exhibit to the Tender Offer Statement on Schedule TO filed by Helix with the Securities and Exchange Commission (“SEC”) on February 14, 2018. Holders of the Notes and other interested parties may obtain a free copy of these documents at the SEC’s website, www.sec.gov, or from the trustee, which is The Bank of New York Mellon Trust Company, N.A.

The address for The Bank of New York Mellon Trust Company, N.A. is:

<u>By First Class, Registered or Certified Mail</u>	<u>By Express or Overnight Delivery</u>	<u>By Hand or In Person</u>
The Bank of New York Mellon Trust Company, N.A. Global Corporate Trust P.O. Box 396 East Syracuse, New York 13057	The Bank of New York Mellon Trust Company, N.A. Global Corporate Trust 111 Sanders Creek Parkway East Syracuse, New York 13057	The Bank of New York Mellon Trust Company, N.A. Global Corporate Trust Corporate Trust Window 101 Barclay Street, 1st Floor East New York, New York 10286

Press Release for Informational Purposes Only

This press release is for informational purposes only and does not constitute an offer to purchase, or solicitation of an offer to sell, any Notes. None of Helix, its board of directors, or its employees makes any recommendation to any holder as to whether to exercise or refrain from exercising their right to surrender Notes for repurchase, and no one has been authorized by any of them to make such a recommendation.

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.

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 regarding the consummation of the settlement of the repurchase and document availability; 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 the settlement of the repurchase; market conditions; the performance of contracts by suppliers, customers and partners; actions by governmental and regulatory authorities; operating hazards and delays, which includes 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 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.