

**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): **September 26, 2022** (September 20, 2022)



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.)
3505 West Sam Houston Parkway North Suite 400 Houston, Texas (Address of principal executive offices)		77043 (Zip Code)

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

NOT APPLICABLE

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	HLX	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) At its meeting on September 20, 2022, the Board of Directors (the “Board”) of Helix Energy Solutions Group, Inc. (“Helix”), pursuant to Helix’s By-Laws, increased the size of the Helix Board from six to eight directors, and also elected each of Diana Glassman and Paula Harris as a director, both effective as of September 20, 2022.

Ms. Glassman will serve as a Class II director whose term will expire at Helix’s 2024 Annual Meeting of Shareholders. Ms. Glassman also was appointed by the Board to serve on the Board’s Corporate Governance and Nominating Committee. Ms. Harris will serve as a Class III director whose term will expire at Helix’s next Annual Meeting of Shareholders. Ms. Harris also was appointed by the Board to serve on the Board’s Compensation Committee. Neither Ms. Glassman nor Ms. Harris was selected as a director pursuant to any arrangements or understandings between either of them, Helix or any other person. In addition, there are no related party transactions between Helix and either Ms. Glassman, Ms. Harris or their respective immediate families.

In connection with their respective appointments and consistent with Helix’s current independent director compensation program, each of Ms. Glassman and Ms. Harris was awarded 9,664 shares of restricted Helix common stock. The number of shares was determined based on the closing price of Helix common stock on September 20, 2022, and the shares will vest on the one-year anniversary of the date of the grant. For their service on the Helix Board and its committees, Ms. Glassman and Ms. Harris will also receive retainer and other fees in accordance with Helix’s independent director compensation program.

Item 7.01. Regulation FD Disclosure.

Additional information with regard to Ms. Glassman and Ms. Harris is included in the press release attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
99.1	Press Release of Helix Energy Solutions Group, Inc. dated September 26, 2022 announcing the
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: September 26, 2022

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ Kenneth E. Neikirk

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



PRESSRELEASE

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Helix Energy Solutions Group, Inc. • 3505 W. Sam Houston Parkway N., Suite 400 • Houston, TX 77043 • 281-618-0400 • fax: 281-618-0505

For Immediate Release

22-017

Date: September 26, 2022

**Contact: Erik Staffeldt
Executive Vice President & CFO**

Helix Appoints Diana Glassman and Paula Harris as New Directors

HOUSTON, TX – Helix Energy Solutions Group, Inc. (“Helix”) (NYSE: HLX) announced today that its Board of Directors (the “Board”) has appointed Diana Glassman and Paula Harris as new directors.

William L. Transier, Chairman of the Board, stated, “We are pleased to welcome both Diana and Paula to the Helix Board of Directors. The wealth of experience our two new Board members have will bring valuable perspectives to our Board. Helix remains committed to board refreshment and diversity initiatives, and the appointments of our new directors are the result of an extensive search process that began months ago. The additions of Diana and Paula to the Helix Board are designed to ensure we have the right mix of diverse skills and experience to execute our strategy and reflect the views of Helix’s shareholders, employees and customers.”

Ms. Glassman, 55, since December 2019 has been Director-Engagement at EOS at Federated Hermes, a leader in the evolving field of responsible investing, leading their Oil & Gas and co-leading their Technology sector engagements and spearheading engagement on diversity, equity and inclusion with a focus on business strategy, capital allocation and ESG considerations. Ms. Glassman sits on Federated Hermes Limited’s Inclusion Committee and is Chair of its employee networks. Between July 2014 and December 2019 Ms. Glassman was Chief Executive Officer of Integration Strategy, Inc., a strategy consulting firm advising leaders of companies, private equity firms and government entities primarily in energy and infrastructure, and previously held positions of increasing responsibility at TD Bank Group, Credit Suisse and PricewaterhouseCoopers. Ms. Glassman holds a Bachelor of Science degree in Biology, *magna cum laude* and with Distinction in the major, from Yale University, an M.P.A. in International Development from Harvard Kennedy School, and an M.B.A. from Harvard Business School.

Ms. Harris, 58, currently is on the executive leadership team at the Houston Astros serving as Senior Vice President of Community and overseeing the Houston Astros Foundation. Ms. Harris has over 34 years of experience in international oilfield services with Schlumberger Limited (NYSE: SLB), most recently serving as Director of Global Stewardship from 2015 until her retirement in 2020. Prior to such role at Schlumberger Ms. Harris served in a variety of roles of progressing leadership responsibility, initially having worked in field operations offshore before roles in training, sales and environmental-social sustainability, including leading the development and implementation of metrics-based, cost-efficient environmental programs tailored to meet the needs of stakeholders, communities and customers and aiding the delivery of the long-term sustainable development goals in carbon reduction, energy efficiency, increased green technology sales and increased female and minority employees. Ms. Harris currently serves on the boards of directors of Hunting PLC (LSE: HTG), a manufacturer and provider of downhole metal tools and components to the oil and gas industry, and Chart Industries, Inc. (NYSE: GTLS), a global manufacturer of engineered equipment servicing multiple applications in the clean energy and industrial gas markets, as well as other privately held and non-profit boards.

Ms. Harris holds a Bachelor of Science degree in petroleum engineering from Texas A&M University and a Master of Education degree in technical instruction and learning from Abilene Christian University.

Ms. Glassman will serve as a Class II director whose term will expire at Helix's 2024 Annual Meeting of Shareholders. Ms. Glassman also was appointed by the Board to serve on the Board's Corporate Governance and Nominating Committee. Ms. Harris will serve as a Class III director whose term will expire at Helix's next Annual Meeting of Shareholders. Ms. Harris also was appointed by the Board to serve on the Board's Compensation Committee.

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. For more information about Helix, please visit our website at www.helixesg.com.
