

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Helix Energy Solutions Group Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



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**SUPPLEMENT TO THE
PROXY STATEMENT
For The
2013 ANNUAL MEETING OF SHAREHOLDERS
To Be Held On May 7, 2013**

The purpose of this supplement to the proxy statement of Helix Energy Solutions Group, Inc., filed with the Securities and Exchange Commission on March 28, 2013, relating to our 2013 Annual Meeting of Shareholders to be held on Tuesday, May 7, 2013, is to correct an inadvertent error in the number of shares of common stock outstanding and entitled to vote as of the close of business on March 11, 2013, the record date for the Annual Meeting. The actual number of shares of common stock outstanding and entitled to vote as of the close of business on the record date was 105,914,066.

The date of this supplement to the proxy statement is April 18, 2013