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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

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 Section 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 paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

HELIX ENERGY SOLUTIONS GROUP, INC.

2023 Annual Meeting

Vote by May 16, 2023

11:59 PM ET

HELIX ENERGY SOLUTIONS GROUP, INC.
3505 WEST SAM HOUSTON PARKWAY NORTH
SUITE 400
HOUSTON, TEXAS 77043 UNITED STATES



V09721-P92602

You invested in HELIX ENERGY SOLUTIONS GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting of Shareholders. **This is an important notice regarding the availability of proxy materials for the Annual Meeting of Shareholders to be held on May 17, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 3, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 17, 2023

8:30 a.m. Central Daylight Time (Houston time)

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

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

V1.2

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommendations |
|---|--------------------------|
| 1. Election of three "Class III" directors to serve a three-year term of office expiring at our 2026 Annual Meeting. | |
| Nominees: | |
| 1a. Paula Harris | ✔ For |
| 1b. Amy H. Nelson | ✔ For |
| 1c. William L. Transier | ✔ For |
| 2. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year 2023. | ✔ For |
| 3. Advisory vote on the approval of the 2022 compensation of our named executive officers. | ✔ For |
| 4. Advisory vote on the frequency of holding the advisory vote to approve the compensation of our named executive officers. | 1 Year |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".