
**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 13, 2006**

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.)

**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 1.01 Entry into a Material Definitive Agreement.

Effective as of September 18, 2006, the Board of Directors of Helix Energy Solutions Group, Inc. (the "Company") elected Alisa B. Johnson to the offices of Senior Vice President, General Counsel and Corporate Secretary of the Company and designated Ms. Johnson as an executive officer of the Company for purposes of Section 16 of the Securities Exchange Act of 1934. Pursuant to the terms of a written agreement between the Company and Ms. Johnson, her compensation package consists of a base salary of \$240,000 per year with a performance pay opportunity of \$80,000 per year based on the achievement of certain mutually agreed non-financial goals and a profit sharing opportunity of \$160,000 per year based on the Company achieving its budgeted profit target. In addition, Ms. Johnson shall receive an initial award of restricted stock of \$650,000 based on the closing market price on her date of hire (September 18, 2006) which will vest with respect to 20% of the restricted stock initially covered thereby each year for five years.

In addition, (i) in the event that Ms. Johnson is terminated by the Company without good cause she will be entitled to a severance package equal to the value of one year of salary and (ii) in the event she is terminated by the Company, or if she terminates her employment with the Company for good reason, in each case, within six months of a change of control she will be entitled to a severance payment equal to the value of two times the sum of her annual salary and last bonus and will become vested in any previous restricted stock or stock options awards.

Further, on or about September 13, 2006, the Company entered into a Termination Agreement dated and effective as of August 31, 2006 (the "Termination Agreement") with James Lewis Connor, III, former Senior Vice President, General Counsel and Corporate Secretary of the Company, pursuant to which Mr. Connor resigned his employment with the Company and terminated his Amended and Restated Employment Agreement dated May 1, 2002, as amended by that certain First Amendment thereto dated January 1, 2004 (the "Employment Agreement"). In exchange for termination of the Employment Agreement and Mr. Connor making himself reasonably available to the Company to advise on transitional matters for a period not to exceed six months, the Company agreed to pay Mr. Connor a special payment of \$685,650, subject to withholding and FICA taxes, as well as to reimburse him for all accrued, but unused vacation time. Further, Mr. Connor and his eligible dependants shall be entitled to continue and participate in the Company's group medical and life insurance plans at Mr. Connor's sole cost and expense until the earliest of (i) in the case of medical insurance, Mr. Connor receives coverage under another group medical plan, (ii) in the case of medical coverage, Mr. Connor is entitled to Medicare, (iii) in the case of both medical insurance and life insurance coverage, Mr. Connor turns 65 years of age; and (iv) in the case of medical insurance coverage, December 31, 2008, if the medical insurance would constitute deferred compensation for purposes of Section 409A of the Internal Revenue Code.

Item 1.02 Termination of a Material Definitive Agreement

Please see the discussion of the Termination Agreement in Item 1.01 above.

Item 7.01 Regulation FD Disclosure.

Attached as Exhibit 99.1 and incorporated by reference herein is the press release issued by the Company on September 14, 2006 announcing (i) that Well Ops UK Ltd., a wholly owned subsidiary of the Company, has entered into an approximately \$250 million contract extension with Shell UK Ltd for the provision of Light Well Intervention services for their North Sea subsea wells and (ii) the approval by the Company's Board of Directors of the construction of a \$160 million multi-service dynamically positioned dive support/well intervention vessel that will be capable of working in the North Sea and West of Shetlands. The Company expects this vessel, equipped with a coil tubing intervention unit, to join its fleet in 2008. This information is not deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Press Release of Helix Energy Solutions Group, Inc. dated September 14, 2006.

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 18, 2006

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ LLOYD A. HAJDIK _____

Lloyd A. Hajdik

Vice President and Chief Accounting Officer

Index to Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Helix Energy Solutions Group, Inc. dated September 14, 2006.



PRESSRELEASE

www.HelixESG.com

Helix Energy Solutions Group, Inc. · 400 N. Sam Houston Parkway E., Suite 400 · Houston, TX 77060-3500 · 281-618-0400 · fax: 281-618-0505

For Immediate Release

Date: September 14, 2006

06-023

Contact: Wade Pursell
 Title: Chief Financial Officer

**Helix Energy Solutions Announces \$250 Million
 Well Intervention Contract, and also Construction of a
 New Well Intervention Vessel**

HOUSTON, TX — Well Ops UK Ltd., a wholly owned subsidiary of Helix Energy Solutions (NYSE: HLX), has entered into an approximately \$250 million contract extension with Shell UK Ltd for the provision of Light Well Intervention (LWI) services for their North Sea subsea wells. Shell initially entered into a contract with Well Ops UK for the DP MSV Seawell in May 2000, but has extended their commitment to include annual campaigns of work with a minimum utilization of 185 days per year from 2007 through to 2010 with further options for an additional 60 days per year.

Owen Kratz, Chairman and Chief Executive Officer of Helix, stated: "This is a milestone award for Well Ops UK and the light well intervention market, and maintains our position as the leading provider of subsea well intervention services in the North Sea. We are delighted to secure this contract extension and look forward to continuing our longstanding and successful working relationship with Shell.

Our board of directors recently approved the construction of a \$160 million multi-service dynamically positioned dive support / well intervention vessel that will be capable of working in the North Sea and West of Shetlands. We expect this vessel equipped with a coil tubing intervention unit to join our fleet in 2008. We believe that with two multi-service vessels capable of performing LWI services and our Q4000 semi-submersible that uses our purpose built 7 3/8" 10,000 psig intervention riser system (IRS) we are well positioned to perform well intervention services for the rapidly growing global subsea well market".

The MSV Seawell has been operating in the North Sea exclusively since 1987, during which time it has performed well intervention services on over 600 subsea wells and decommissioned over 150 wells. The application of LWI and IRS technology, coupled with the speed, flexibility, stability and reliability of a purpose-built DP vessel significantly reduces the unit cost of well intervention and broadens the opportunity to enhance oil recovery rates in subsea wells.

Helix Energy Solutions, headquartered in Houston, Texas, is an energy services company that provides innovative solutions to the oil and gas industry worldwide for marginal field development, alternative development plans, field life extension and abandonment, with service lines including diving services, shelf and deepwater construction, robotics, well operations, well engineering and subsurface consulting services, platform ownership and oil and gas production.

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 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; future production volumes, results of exploration, exploitation, development, acquisition and operations expenditures, and prospective reserve levels of property or wells; 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 anticipated results (financial or otherwise) of the merger of Remington Oil and Gas Corporation into a wholly-owned subsidiary of Helix; 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, geologic risks and other risks described from time to time in our reports filed with the Securities and Exchange Commission ("SEC"), including the Company's Annual Report on Form 10-K for the year ending December 31, 2005; and, with respect to the Remington merger, actual results could differ materially from Helix'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 Helix's and Remington's respective businesses. 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.