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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 3, 2023



**Great Lakes Dredge & Dock Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of  
incorporation)

**9811 Katy Freeway, Suite 1200, Houston, TX**  
(Address of principal executive offices)

**001-33225**

(Commission File Number)

**(346) 359-1010**

(Registrant's telephone number, including area code)

**20-5336063**

(I.R.S. Employer  
Identification No.)

**77024**

(Zip Code)

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(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:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (Par Value \$0.0001)	GLDD	Nasdaq Stock Market, LLC

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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Great Lakes Dredge & Dock Corporation (the "Company") held its 2023 Annual Meeting of Stockholders on May 3, 2023 (the "Annual Meeting"). In connection with the Annual Meeting, proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. Matters voted upon were (1) the election of two directors, each to serve for a three-year term expiring at the 2026 Annual Meeting of Stockholders and to hold office until her/his respective successor is elected and qualified or until her/his earlier death, disqualification, resignation or removal; (2) the ratification of the appointment by the Audit Committee of the Board of Directors of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023; (3) approval, on a non-binding advisory basis, of the Company's executive compensation; and (4) approval, on a non-binding advisory basis, of the frequency of an advisory vote on executive compensation. A total of 60,659,429 votes were cast. The results with respect to each matter are set out below:

1) The stockholders elected each of the two director nominees to serve for a three-year term expiring at the Company's 2026 Annual Meeting of Stockholders. The result of the vote taken at the Annual Meeting was as follows:

<b>DIRECTOR NOMINEE</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Elaine J. Dorward-King	50,927,955	2,174,538	7,556,936
Ryan J. Levenson	42,367,543	10,734,950	7,556,936

2) The stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm for the fiscal year ending December 31, 2023 with the following vote:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
57,981,078	2,545,948	132,403

3) The stockholders adopted a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers. The result of the vote taken at the Annual Meeting was as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
48,641,481	4,411,422	49,590	7,556,936

4) The stockholders voted to select, on an advisory basis, the frequency of an advisory vote on executive compensation. The result of the vote taken at the Annual Meeting was as follows:

<b>1 YEAR</b>	<b>2 YEARS</b>	<b>3 YEARS</b>	<b>ABSTAIN</b>
48,612,614	125,109	4,175,359	189,411

After consideration of the stockholder voting results, the Company has determined that it will hold an advisory vote on executive compensation each year until the next required stockholder advisory vote on executive compensation occurs or until the Board of Directors otherwise determines that a different frequency for advisory votes on executive compensation is in the best interests of the Company's stockholders.

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**SIGNATURE**

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.

**GREAT LAKES DREDGE & DOCK CORPORATION**

By: /s/Vivienne R. Schiffer

Vivienne R. Schiffer

Senior Vice President, Chief Legal Officer, Chief Compliance Officer and  
Corporate Secretary

Date: May 9, 2023

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