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

SCHEDULE 14D-9
(RULE 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

GREAT LAKES DREDGE & DOCK CORPORATION
(Name of Subject Company)

GREAT LAKES DREDGE & DOCK CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, \$0.0001 par value per share
(Title of Class of Securities)

390607109
(CUSIP Number of Class of Securities)

Vivienne R. Schiffer
Senior Vice President, Chief Legal Officer,
Chief Compliance Officer and Corporate Secretary
Great Lakes Dredge & Dock Corporation
9811 Katy Freeway, Suite 1200
Houston, Texas 77024
(346) 359-1010

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of the Person Filing Statement)

With copies to:

John P. Kelsh
Scott R. Williams
Leigh B. Rorick
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One South Dearborn
Chicago, Illinois 60603
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 (this “*Amendment*”) to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by Great Lakes Dredge & Dock Corporation, a Delaware corporation (the “*Company*”), with the U.S. Securities and Exchange Commission (the “*SEC*”) on March 4, 2026 (as amended or supplemented from time to time, the “*Schedule 14D-9*”), with respect to the cash tender offer made by Huron MergeCo., Inc., a Delaware corporation (“*Purchaser*”) and wholly owned subsidiary of Saltchuk Resources, Inc., a Washington corporation (“*Parent*”), to purchase all of the Company’s issued and outstanding shares of Common Stock, par value \$0.0001 per share (the “*Shares*”), pursuant to the Agreement and Plan of Merger, dated as of February 10, 2026, by and among Parent, Purchaser and the Company (as it may be amended or supplemented from time to time, the “*Merger Agreement*”), at a purchase price of \$17.00 per Share, net to the seller thereof in cash, without interest, subject to any required tax withholding (such consideration as it may be amended from time to time pursuant to the terms of the Merger Agreement), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 4, 2026 (together with any amendments or supplements thereto, the “*Offer to Purchase*”), and in the related Letter of Transmittal (together with any amendments or supplements thereto, the “*Letter of Transmittal*,” which, together with the Offer to Purchase and other related materials, constitutes the “*Offer*”). The Offer is described in a Tender Offer Statement on Schedule TO, as amended or supplemented from time to time, filed by Parent and Purchaser with the SEC on March 4, 2026. The Offer to Purchase and the Letter of Transmittal have been filed as Exhibits (a)(1)(i) and (a)(1)(ii) to the Schedule 14D-9, respectively, as each may be amended or supplemented from time to time.

Capitalized terms used in this Amendment but not defined herein shall have the respective meanings given to such terms in the Schedule 14D-9. The information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference, except that such information is hereby amended or supplemented to the extent specifically provided herein.

This Amendment should be read in conjunction with the rest of the Schedule 14D-9, as amended, which we urge you to read in its entirety.

ITEM 8. ADDITIONAL INFORMATION

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following as a new section titled “—Expiration of the Offer; Completion of the Merger” immediately before the section titled “—Forward-Looking Statements”:

“Expiration of the Offer; Completion of the Merger

The Offer and withdrawal rights expired as scheduled one minute following 11:59 p.m., New York City time, on March 31, 2026 (the “*Expiration Time*”), and the Offer was not extended. Based on the final information provided by Broadridge Corporate Issuer Solutions, LLC, the depository and paying agent for the Offer, as of the Expiration Time, 53,738,558 Shares were validly tendered in the Offer (and not validly withdrawn) pursuant to the Offer, representing approximately 79.88% and at least one Share more than a majority of the issued and outstanding Shares as of the Expiration Time. As a result, the Minimum Condition has been satisfied. As the Minimum Condition and each of the other Offer Conditions have been satisfied, Purchaser has accepted for purchase and payment all Shares that were validly tendered (and not validly withdrawn) pursuant to the Offer and payment of the Offer Price for such Shares, subject to any required tax withholdings, will be made as promptly as practicable in accordance with the terms of the Offer and the Merger Agreement.

Pursuant to a Certificate of Merger filed with the Secretary of State of the State of Delaware on April 1, 2026, Purchaser was merged with and into GLDD through a merger under Section 251(h) of the DGCL, with GLDD surviving the Merger and continuing as a wholly owned subsidiary of Parent. In the Merger, each Share issued and outstanding immediately prior to the Effective Time (other than Shares held by a GLDD stockholder who has properly demanded appraisal rights of such Shares under, and who has complied in all respects with, Section 262 of the DGCL and has not validly revoked such demand) was automatically converted into the right to receive the Offer Price in cash, without interest and subject to applicable withholding taxes, except for (i) Shares that were then owned by GLDD or any subsidiary of GLDD or held in the treasury of GLDD and (ii) Shares then owned of record by Parent, Purchaser (including shares irrevocably accepted for payment by Purchaser in the Offer) or any of their respective wholly-owned subsidiaries (in each case, other than those held on behalf of any third party), which Shares were cancelled at the

Effective Time without any consideration delivered in exchange therefor. All Shares converted into the right to receive the Offer Price ceased to be outstanding and were cancelled and ceased to exist. Following the Merger, the common stock of the Company was delisted and ceased to be traded on the Nasdaq Stock Market. Parent intends to take steps to cause the termination of the registration of the Shares under the Exchange Act and suspend all of GLDD's reporting obligations under the Exchange Act as promptly as practicable.

On April 1, 2026, GLDD and Parent issued a joint press release announcing the successful completion of the Offer and the Merger. The full text of the press release is attached hereto as Exhibit (a)(5)(viii) and is incorporated herein by reference.”

ITEM 9. EXHIBITS

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(viii)	Joint Press Release of the Company and Parent, dated April 1, 2026.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GREAT LAKES DREDGE & DOCK CORPORATION

By: /s/ Vivienne R. Schiffer

Name: Vivienne R. Schiffer

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

Date: April 1, 2026



GREAT LAKES
DREDGE & DOCK
CORPORATION

Saltchuk Welcomes Great Lakes Dredge & Dock to its Family of Companies

Seattle, WA, Houston, TX- April 1, 2026 – Saltchuk Resources, Inc. (“Saltchuk”) today welcomed Great Lakes Dredge & Dock Corporation (“Great Lakes”) as its newest wholly owned subsidiary. The transaction closed this morning for a purchase price of \$17.00 per share in cash, and an enterprise value of approximately \$1.5 billion.

“We’re proud to welcome Great Lakes to the Saltchuk family of companies,” said Saltchuk Chairman Mark Tabbutt. “With Great Lakes, we have grown to nearly 10,000 team members united by a shared commitment: delivering safe, responsible, and reliable service to the communities we serve. We look forward to supporting Great Lakes’ reinvestment and growth ambitions for generations to come.”

Great Lakes joins Saltchuk as a stand-alone business unit, and it will continue to operate independently under its experienced leadership. The acquisition diversifies Saltchuk’s portfolio, adding dredging services to complement more than 30 other U.S. freight transportation, marine services, and energy distribution companies.

“Joining Saltchuk’s family of companies is a proud moment for us, as it is an organization that shares our deeply rooted culture and unwavering commitment to safety, to the communities we serve, our valued customers, and our dedicated employees. This partnership represents a natural alignment of values and vision, providing a strong foundation for continued collaboration and success,” said Lasse Petterson, Great Lakes’s President and Chief Executive Officer. “As we look ahead, we remain focused on executing our long-term growth strategy with discipline and purpose. At the same time, we are committed to maintaining and enhancing our leadership position in U.S. dredging, the global offshore energy sector, and continuing to deliver excellence and innovation across all aspects of our business.”

The transaction was previously announced on February 11, 2026, and the tender offer for all of the outstanding shares of common stock of Great Lakes for \$17.00 per share, net to the seller in cash, without interest and subject to any required tax withholdings, by Huron MergeCo., Inc., a wholly owned subsidiary of Saltchuk, expired at one minute after 11:59 p.m., New York City Time, on March 31, 2026.

Broadridge Corporate Issuer Solutions, LLC, acting as joint depository and paying agent for the tender offer, have advised that, as of the expiration of the tender offer, approximately 53,738,558 shares of Great Lakes common stock were validly tendered and not validly withdrawn pursuant to the tender offer, representing approximately 79.88% of the issued and outstanding shares of Great Lakes common stock.

As a result of the completion of the transaction, prior to the opening of trading on the NASDAQ on April 1, 2026, all shares of Great Lakes common stock will cease trading, and all shares of Great Lakes common stock will subsequently be delisted from NASDAQ and deregistered under the Securities Exchange Act of 1934, as amended.

Additional details regarding the previously announced debt tender offer will be provided in a subsequent press release. Great Lakes will share further information regarding the status of the debt tender offer at that time.

About Saltchuk Resources, Inc.

Saltchuk is a privately owned enterprise that has built a reputation over 40 years of being a multi-generational home for great companies. Headquartered in Seattle, additional information is available at www.saltchuk.com.

About Great Lakes Dredge & Dock

Great Lakes Dredge & Dock Corporation is the largest provider of dredging services in the United States, which is complemented with a long history of performing significant international projects. In addition, Great Lakes is fully engaged in expanding its core business into the offshore energy industry. Great Lakes employs experienced civil, ocean and mechanical engineering staff in its estimating, production, and project management functions. In its over 136-year history, Great Lakes has never failed to complete a marine project. Great Lakes owns and operates the largest and most diverse fleet in the U.S. dredging industry, comprised of approximately 200 specialized vessels. Great Lakes has a disciplined training program for engineers that ensures experience-based performance as they advance through Great Lakes operations. Great Lakes’s Incident-and Injury-Free® (IIF®) safety management program is integrated into all aspects of the Great Lakes’s culture. Great Lakes’s commitment to the IIF® culture promotes a work environment where employee safety is paramount.

Contact

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