

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER THE
SECURITIES ACT OF 1933*

GREAT LAKES DREDGE & DOCK CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
9811 Katy Freeway, Suite 1200
Houston, TX
(Address of Principal Executive Offices)

20-5336063
(I.R.S. Employer
Identification Number)

77024
(Zip Code)

**GREAT LAKES DREDGE & DOCK CORPORATION
2021 LONG-TERM INCENTIVE PLAN, AS AMENDED**

(Full title of the plan)

Scott Kornblau
Senior Vice President and Chief Financial Officer
Great Lakes Dredge & Dock Corporation
9811 Katy Freeway
Suite 1200
Houston, TX 77024
(346) 359-1010

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- | | | | |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Great Lakes Dredge & Dock Corporation (the “Registrant”) for the purpose of registering an additional 3,000,000 shares of Registrant common stock, par value \$0.0001 per share (the “Common Stock”), that were reserved for issuance under the Great Lakes Dredge & Dock Corporation 2021 Long-Term Incentive Plan, as amended (the “Plan”). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's prior Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on [June 10, 2021 \(SEC File No. 333-256955\)](#) (the “Prior Registration Statement”) registering shares of Common Stock issuable under the Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). Documents containing the information required by Part I of the Registration Statement will be sent or given to Plan participants as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission by the Registrant are incorporated herein by reference:

- (a) [the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on February 21, 2025 \(the “2024 Annual Report”\)](#);
- (b) [the Registrant’s Quarterly Report on Form 10-Q for the quarter ending March 31, 2025, filed with the Commission on May 6, 2025](#);
- (c) the Registrant’s Current Reports on Form 8-K, filed with the Commission on [January 8, 2025](#) (as amended on [March 3, 2025](#)) and [March 14, 2025](#); and
- (d) [the description of Common Stock contained in the Registrant’s Registration Statement on Form 8-A, filed with the Commission on December 26, 2006](#), and any other amendment or report filed for the purpose of updating such description, [including Exhibit 4.1 to the 2024 Annual Report](#).

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained herein or in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement or the related prospectus to the extent that a statement contained herein or in any subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Second Amended and Restated Certificate of Incorporation of Great Lakes Dredge & Dock Corporation, effective May 9, 2024 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 6, 2024).
4.2	Second Amended and Restated Bylaws of Great Lakes Dredge & Dock Corporation, dated as of January 12, 2023 (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Commission on January 19, 2023).
4.3	Great Lakes Dredge & Dock Corporation 2021 Long-Term Incentive Plan, as amended (incorporated by reference to Appendix B to the Registrant's Proxy Statement on Schedule 14A filed with the Commission on March 26, 2025).
5.1*	Opinion of Sidley Austin LLP with respect to validity of issuance of securities
23.1*	Consent of Sidley Austin LLP (included in Exhibit 5.1)
23.2*	Consent of Deloitte & Touche LLP
24.1*	Powers of Attorney (included on the signature page of the Registration Statement)
107*	Calculation of Registration Fee

* Filed herewith.

/s/ Earl Shipp
Earl Shipp

Director

May 8, 2025

/s/ Ronald R. Steger
Ronald R. Steger

Director

May 8, 2025

SIDLEY

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ONE SOUTH DEARBORN STREET
CHICAGO, IL 60603
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May 8, 2025

Great Lakes Dredge & Dock Corporation
9811 Katy Freeway, Suite 1200
Houston, TX 77024

Re: 3,000,000 shares of Common Stock, \$0.0001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Great Lakes Dredge & Dock Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 3,000,000 shares of common stock of the Company, \$0.0001 par value per share (the "Common Stock"), which may be issued under the Great Lakes Dredge & Dock Corporation 2021 Long-Term Incentive Plan, as amended (the "Plan") and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Second Amended and Restated Certificate of Incorporation, the Company's Second Amended and Restated Bylaws, the Plan, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plan and the proposals adopted by the stockholders of the Company relating to the Plan. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof)

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or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 20, 2025, relating to the consolidated financial statements of Great Lakes Dredge & Dock Corporation and subsidiaries, and the effectiveness of Great Lakes Dredge & Dock Corporation and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Great Lakes Dredge & Dock Corporation and subsidiaries for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Houston, Texas
May 8, 2025

Calculation of Filing Fee Table

FORM S-8

(Form Type)

Great Lakes Dredge & Dock Corporation

(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽⁵⁾	Fee Rate	Amount of Registration Fee ⁽²⁾
Equity ⁽³⁾	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	3,000,000	\$9.36	\$28,080,000	0.00015310	\$4,299.05
Total Offering Amounts							\$4,299.05
Total Fee Offsets							\$-----
Net Fee Due							\$4,299.05

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of Great Lakes Dredge & Dock Corporation (the "Registrant") common stock, par value \$0.0001 per share (the "Common Stock"), that became issuable under the Great Lakes Dredge & Dock Corporation 2021 Long-Term Incentive Plan, as amended (the "Plan") by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Common Stock, as applicable.
 - (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$9.36 per share, the average of the high and low prices of the Common Stock on May 1, 2025 as reported on the Nasdaq Stock Market.
 - (3) Represents shares of Common Stock that may be issued under the Plan.
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