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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): November 7, 2024



**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)

**001-33225**  
(Commission File Number)

**20-5336063**  
(I.R.S. Employer  
Identification No.)

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

**77024**  
(Zip Code)

**(346) 359-1010**  
(Registrant's telephone number, including area 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 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On November 7, 2024, the board of directors of Great Lakes Dredge & Dock Corporation (the “Company”), upon the recommendation of the Nominating, Corporate Governance and Sustainability Committee, amended certain provisions of its Code of Business Conduct and Ethics (the “Code of Conduct”). The Code of Conduct applies to all of the Company’s employees, including the Company’s principal executive officer, principal financial officer, principal accounting officer, controller, and persons performing similar functions. The Company reviews the Code of Conduct periodically and amends the Code of Conduct as appropriate.

The revised Code of Conduct, among other things, modernizes references to technology tools and electronic business records, adds cybersecurity considerations and best practices, bolsters conflicts of interest policies to include organizational conflicts of interest, and clarifies and elaborates on obligations to avoid bribery and kickbacks.

The foregoing summary is subject to and qualified in its entirety by reference to the full text of the Code of Conduct, which can be found on the Company’s website at [www.gldd.com](http://www.gldd.com) under “Investors - Investors - Corporate Governance - Code of Business Conduct.”

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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: November 12, 2024

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