

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): May 12, 2017

Commission file number: 001-33225

Great Lakes Dredge & Dock Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2122 York Road, Oak Brook, IL
(Address of principal executive offices)

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

60523
(Zip Code)

(630) 574-3000

(Registrant's telephone number, including area code)

(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))

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.

Item 8.01. Other Events.

On May 12, 2017, Great Lakes Dredge & Dock Corporation (the “Company”) issued (i) a press release announcing that it commenced a cash tender offer to purchase any and all of the \$275 million aggregate principal amount of its outstanding 7.375% Senior Notes due 2019 and (ii) a press release announcing its proposed private placement of up to \$325 million aggregate principal amount of senior notes due 2022.

A copy of each press release is attached hereto as Exhibit 99.1 and 99.2, respectively, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The exhibits to this current report on Form 8-K are listed in the Exhibit Index, which appears at the end of this report and is incorporated by reference herein.

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

Date: May 12, 2017

By: /s/ MARK W. MARINKO

Mark W. Marinko

Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
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- | | |
|------|---|
| 99.1 | Press Release of Great Lakes Dredge & Dock Corporation dated May 12, 2017 announcing a cash tender offer for its 7.375% senior notes due 2019. |
| 99.2 | Press Release of Great Lakes Dredge & Dock Corporation dated May 12, 2017 announcing its proposed private placement of up to \$325 million aggregate principal amount of senior notes due 2022. |

**News from Great Lakes Dredge & Dock Corporation**

**For further information contact:
Katie O'Halloran
Investor Relations
630-574-3012**

**GREAT LAKES DREDGE & DOCK CORPORATION COMMENCES
CASH TENDER OFFER FOR ITS 7.375% SENIOR NOTES DUE 2019**

Oak Brook, Illinois, May 12, 2017 – Great Lakes Dredge & Dock Corporation (NASDAQ:GLDD) (“Great Lakes” or the “Company”) announced today the commencement of a cash tender offer (the “Tender Offer”), subject to the terms and conditions described in the Tender Offer Documents (as defined below), to purchase any and all of the \$275 million aggregate principal amount of its outstanding 7.375% Senior Notes due 2019 (the “2019 Notes”). The Company intends to purchase the 2019 Notes in the Tender Offer using a portion of the proceeds from the Company’s concurrently announced private placement (the “Debt Offering”), subject to market and other conditions, of up to \$325 million aggregate principal amount of senior notes due 2022. The Tender Offer and the Debt Offering, when coupled with the proposed redemption transaction discussed below, are intended to enable the Company to extend the average maturity and reduce the weighted average interest rate of its outstanding indebtedness.

The Tender Offer is being made pursuant to an offer to purchase dated May 12, 2017 (the “Offer to Purchase”) and related notice of guaranteed delivery (together with the Offer to Purchase, the “Tender Offer Documents”), which set forth the complete terms and conditions of the Tender Offer.

The Tender Offer will expire at 5:00 p.m., New York City time, on May 19, 2017 (such date and time, as may be extended or earlier terminated as described in the Offer to Purchase, the “Expiration Time”). Holders of 2019 Notes who validly and timely tender (and do not validly withdraw) their 2019 Notes prior to the Expiration Time will be entitled to receive an amount in cash equal to \$1,004.00 for each \$1,000 principal amount of the 2019 Notes tendered and accepted by the Company in connection with the Tender Offer, together with accrued and unpaid interest relating to such purchased 2019 Notes up to, but not including, the final settlement date, which is currently expected to be May 24, 2017.

Subject to certain limited exceptions, any 2019 Notes tendered may only be withdrawn prior to 5:00 p.m., New York City time, on May 19, 2017, unless extended.

The Company will not be obligated to accept for purchase any 2019 Notes pursuant to the Tender Offer. The Tender Offer is not contingent upon the tender of any minimum principal

amount of 2019 Notes, but the Tender Offer is conditioned upon the consummation of the Debt Offering (or another debt financing transaction), among other conditions. Subject to applicable law, the Company may amend, extend, withdraw or terminate the Tender Offer in its sole discretion.

Assuming the Debt Offering is consummated, the Company currently intends to redeem any 2019 Notes not purchased pursuant to the Tender Offer in accordance with the indenture governing the 2019 Notes, which currently provides for a redemption price of 100% of the principal amount thereof plus accrued and unpaid interest through the redemption date.

The Company has retained Deutsche Bank Securities Inc. and SunTrust Robinson Humphrey, Inc. to act as the dealer managers in connection with the Tender Offer, and has retained D.F. King & Co., Inc. to act as the information and tender agent for the Tender Offer. The complete terms and conditions of the Tender Offer are set forth in the Tender Offer Documents. Holders are urged to read the Tender Offer Documents carefully. Copies of these documents may be obtained from the information and tender agent for the Tender Offer, D.F. King & Co., Inc., at (800) 870-0126 (US toll-free) or from the dealer managers, Deutsche Bank Securities Inc. at (855) 287-1922 (US toll-free) and (212) 250-7527 (collect) and SunTrust Robinson Humphrey, Inc. at (404) 926-5047 (collect) or by visiting www.dfking.com/gldd.

This press release is for informational purposes only and shall not constitute, or be deemed to constitute, a notice of redemption of the 2019 Notes under the indenture governing the 2019 Notes. This press release is neither an offer to sell, nor a solicitation of an offer to buy, any securities nor is it a solicitation for acceptance of the Tender Offer.

The Company

Great Lakes is the largest provider of dredging services in the United States and the only U.S. dredging company with significant international operations. The Company is also a significant provider of environmental and infrastructure services on land and water. Great Lakes employs civil, ocean and mechanical engineering staff in its estimating, production and project management functions. In its 127-year history, Great Lakes has never failed to complete a marine project. Great Lakes has a disciplined training program for engineers that ensures experienced-based performance as they advance through Company operations. Great Lakes also owns and operates the largest and most diverse fleet in the U.S. dredging industry, comprised of over 200 specialized vessels.

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this press release may constitute "forward-looking" statements as defined in Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), the Private Securities Litigation Reform Act of 1995 (the "PSLRA") or in releases made by the Securities and Exchange Commission (the "SEC"), all as may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Great Lakes and its subsidiaries, or industry results, to differ materially from any future results, performance or

achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. These cautionary statements are being made pursuant to the Exchange Act and the PSLRA with the intention of obtaining the benefits of the "safe harbor" provisions of such laws. Great Lakes cautions investors that any forward-looking statements made by Great Lakes are not guarantees or indicative of future events.

Factors that could affect actual results include but are not limited to the possibility that the Company's existing noteholders will not be receptive to the Tender Offer or the Company's potential debt investors will not be receptive to the Debt Offering on the terms described above or at all; corporate developments that could preclude, impair or delay the above-described transactions due to restrictions under the federal securities laws; changes in the credit ratings of the Company; changes in the Company's cash requirements, financial position, financing plans or investment plans; changes in general market, economic, tax, regulatory or industry conditions that impact the ability or willingness of the Company to consummate the above-described transactions on the terms described above or at all; and other risks referenced from time to time in the Company's filings with the Securities and Exchange Commission. There can be no assurances that the above-described transactions will be consummated on the terms described above or at all.

Although Great Lakes believes that its plans, intentions and expectations reflected in this press release are reasonable, actual events could differ materially. The forward-looking statements contained in this press release are made only as of the date hereof and Great Lakes does not have or undertake any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.



News from Great Lakes Dredge & Dock Corporation

**For further information contact:
Katie O'Halloran
Investor Relations
630-574-3012**

GREAT LAKES DREDGE & DOCK CORPORATION COMMENCES OFFERING OF SENIOR NOTES DUE 2022

Oak Brook, Illinois, May 12, 2017 – Great Lakes Dredge & Dock Corporation (NASDAQ:GLDD) (“Great Lakes” or the “Company”) announced today that it is proposing, subject to market and other conditions, to privately place (the “Debt Offering”) up to \$325 million aggregate principal amount of senior notes due 2022 (the “2022 Notes”). The actual amount of the 2022 Notes, if any, sold by the Company in connection with the Debt Offering will depend on market conditions. The 2022 Notes, if issued, would be senior unsecured obligations of the Company and its subsidiaries that guarantee the 2022 Notes. Each of the Company’s existing and future wholly owned domestic subsidiaries that guarantee its senior secured revolving credit facility are expected to guarantee the 2022 Notes.

The Debt Offering will be made to qualified institutional buyers pursuant to Rule 144A and to certain persons outside the United States pursuant to Regulation S, each under the Securities Act of 1933, as amended (the “Securities Act”).

The Company has not yet entered into a definitive agreement with respect to the Debt Offering, and no assurance can be given that the Debt Offering will be completed. The Company intends to use (i) the net proceeds from the Debt Offering to complete a concurrently announced cash tender offer (the “Tender Offer”), subject to the terms and conditions described in the related tender offer documents, to purchase any and all of the \$275 million aggregate principal amount of the Company’s outstanding 7.375% Senior Notes due 2019 (the “2019 Notes”), and redeem any 2019 Notes that remain outstanding following the expiration date of the Tender Offer, including the payment of accrued interest on the 2019 Notes purchased under these transactions and all related fees and expenses, and (ii) any remaining net proceeds from the Debt Offering to reduce the Company’s indebtedness under its senior secured revolving credit facility.

The 2022 Notes and the guarantees have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This press release does not constitute (i) an offer to sell or the solicitation of an offer to buy the 2022 Notes, the related guarantees or any other securities, (ii) an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful,

(iii) an offer to purchase or a solicitation of an offer to sell the 2019 Notes or any other securities, or (iv) a notice of redemption of the 2019 Notes under the indenture governing the 2019 Notes.

Any issuance of the 2022 Notes will be subject to customary closing conditions, but will not be conditioned upon consummation of the Tender Offer.

The Company

Great Lakes is the largest provider of dredging services in the United States and the only U.S. dredging company with significant international operations. The Company is also a significant provider of environmental and infrastructure services on land and water. Great Lakes employs civil, ocean and mechanical engineering staff in its estimating, production and project management functions. In its 127-year history, Great Lakes has never failed to complete a marine project. Great Lakes has a disciplined training program for engineers that ensures experienced-based performance as they advance through Company operations. Great Lakes also owns and operates the largest and most diverse fleet in the U.S. dredging industry, comprised of over 200 specialized vessels.

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Although Great Lakes believes that its plans, intentions and expectations reflected in this press release are reasonable, actual events could differ materially. The forward-looking statements contained in this press release are made only as of the date hereof and Great Lakes does not have or undertake any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.

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