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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 13, 2012

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**Great Lakes Dredge & Dock Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or Organization)

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

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

**2122 York Road**  
**Oak Brook, Illinois 60523**  
(Address of Principal Executive Offices)

**(630) 574-3000**  
(Registrant's telephone number, including area code)

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))
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**Item 7.01 — Regulation FD Disclosure.**

Great Lakes Dredge & Dock Corporation (NASDAQ:GLDD) issued a press release announcing Jonathan Berger, Chief Executive Officer, and Bill Steckel, Senior Vice President and Chief Financial Officer, will be presenting at the Stephens Fall Investment Conference in New York on Wednesday, November 14, 2012.

The presentation is scheduled to begin at 8:00 a.m. (E.S.T.). A live webcast of the presentation will be available on the Investor Relations section of the Company's website at [www.gldd.com](http://www.gldd.com). The webcast and accompanying slide presentation will be archived on the website within 24 hours and will be available for at least two weeks.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 — Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is furnished herewith:

99.1 Presentation Materials

**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: November 13, 2012

/s/ William S. Steckel

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**William S. Steckel**

**Senior Vice President and Chief Financial Officer**

**EXHIBIT INDEX**

Number

Exhibit

99.1

Presentation Materials

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**GREAT LAKES DREDGE & DOCK  
CORPORATION**



INVESTOR PRESENTATION  
Q4 2012

**GREAT LAKES  
DREDGE & DOCK CORPORATION**

INNOVATION, ENGINEERING & EXECUTION



SAFE  
HARBOR

This presentation includes "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995 or in releases made by the SEC, all as may be amended from time to time. Such statements include declarations regarding the intent, belief, or current expectation of the Company and its management. The Company cautions that any such forward-looking statements are not guarantees of future performance, and involve a number of risks, assumptions and uncertainties that could cause actual results of the Company and its subsidiaries, or industry results, to differ materially from those expressed or implied by any forward-looking statements contained herein, including, but not limited to, as a result of the factors, risks and uncertainties described in other securities filings of the Company made with the SEC, such as the Company's most recent Report on Form 10-K. You should not place undue reliance upon these forward-looking statements. Forward-looking statements provided herein are made only as of the date hereof or as a specified date herein and the Company does not have or undertake any obligation to update or revise them, unless required by law.

# PRESENTERS



**CHIEF EXECUTIVE OFFICER,  
DIRECTOR**

JONATHAN BERGER

- Board member since December 2006
- Former Managing Director and Co-head of Corporate Finance for Navigant Consulting, Inc.
- Former partner at KPMG, LLP and past National Partner in charge of Corporate Finance at KPMG



**SENIOR VICE PRESIDENT,  
CHIEF FINANCIAL OFFICER**

WILLIAM STECKEL

- Previously served as CEO, president, CFO and treasurer at Dystar Technologies, Inc. (NASDAQ: DSTI).
- Served as senior vice president, CFO and treasurer at Newwood Promotional Products
- Held management positions with Invesys (FTSE: ISIS) in its Lambda Power, Selbe Climate Controls and CTS Corporation Divisions



**TREASURER, DIRECTOR  
OF INVESTOR  
RELATIONS**

KATIE HAYES

- Named Treasurer in March 2011
- Served as Director of Investor Relations since the Company went public in 2006
- Joined the Company in 2006 and has over 18 years of accounting and finance experience
- Previously worked at TransUnion as Director of Corporate Accounting.

## WHO IS GREAT LAKES DREDGE & DOCK CORPORATION?

### INFRASTRUCTURE & ENVIRONMENTAL



DOMESTIC DREDGING



INTERNATIONAL DREDGING



DEMOLITION



ENVIRONMENTAL SERVICES





DREDGING &  
THE  
ECONOMY

“The health of the U.S. economy depends, in part, upon the vitality and expansion of international trade. International trade depends upon the Nation’s navigation infrastructure, which serves as a conduit for transportation, trade, and tourism and connects us to the global community.

Marine transportation is one of the most efficient, effective, safe and environmentally sound ways to transport people and goods. It is a keystone of the U.S. economy. Ninety-five percent of our international trade moves through the Nation’s ports.”

*Honorable Jr-Ellen Darcy  
Assistant Secretary of the Army (Civil Works)*

# GLOBAL REACH

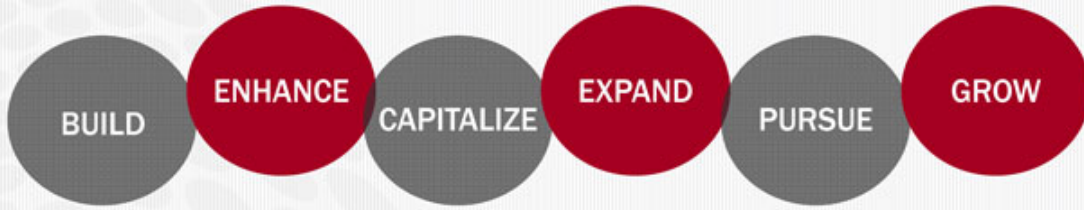


**GREAT LAKES  
DREDGE & DOCK CORPORATION**

INNOVATION, ENGINEERING & EXECUTION

# WHERE WE ARE GOING

Great Lakes intends to grow the business by continuing to execute the following strategies:



Build upon Great Lakes' preeminent position in the U.S. dredging market

Enhance the Company's operating capabilities via prudent and cost-effective investments and asset management

Capitalize on adjacent market opportunities in the Company's domestic markets

Expand the Company's presence in foreign markets

Pursue growth opportunities in the commercial and industrial demolition market

Looking at acquisitions that fit in well with our strategy



Announced construction of Hopper Dredge - strategic investment by the Company in providing the most productive, efficient and capable dredging equipment in the domestic industry



The 12/31/10 rivers & lakes acquisition expands the Company's service offering into inland river, lakes and environmental dredging and levee construction using dredge material

# INFRASTRUCTURE & ENVIRONMENTAL



# GREAT LAKES HIGHLIGHTS



ATTRACTIVE NEAR AND LONG-TERM CATALYSTS IN U.S. DREDGING MARKET

- U.S. port deepening, post Panama Canal deepening
- Gulf Coast Restoration
- Other sources of dredging demand include port development and levee repair/replacement



MAP-21 TRANSPORTATION BILL

- RESTORE Act requires 80% of penalties to be deposited into a coastal protection works fund which includes dredging
- Calls for appropriations of HMTF monies so that total budget resources on harbor maintenance will be equal to the level of receipts.



EXPANDING DEMOLITION BUSINESS

- Focus on large complex projects such as municipal developments and specialty work such as bridge demolition
- Breaking into federal work and power plant market



International trade, particularly in the intermodal container shipping business, is undergoing significant change as a result of the Panama Canal expansion. Many shipping lines have announced plans to deploy larger ships which, due to channel dimension requirements, currently cannot use many U.S. East and Gulf Coast ports.

# DREDGING OVERVIEW



Deepening ports, land reclamation, and excavation of underwater trenches

**Bid Market Share\* 41%**

CAPITAL



Creating and rebuilding beaches

**Bid Market Share\* 60%**

BEACH NOURISHMENT



Maintaining depth of shipping channels

**Bid Market Share\* 32%**

MAINTENANCE



International land reclamations, channel deepening and port infrastructure development

**3-year Average Revenue \$98M**

INTERNATIONAL



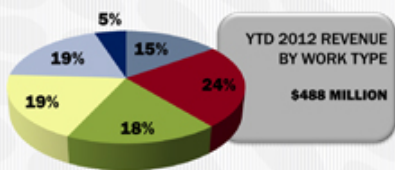
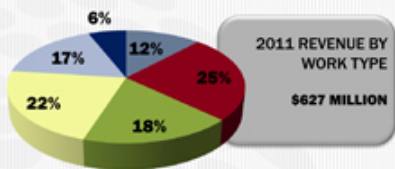
Inland maintenance and lake dredging. Environmental and habitat restoration

**Bid Market Share\* 39%**

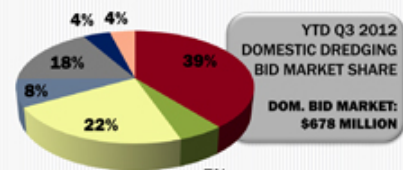
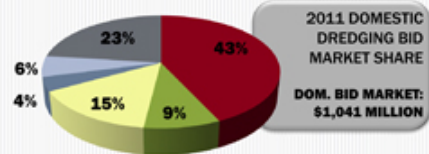
RIVERS & LAKES

\* The Company's bid market is defined as the aggregate dollar value of domestic projects in which the Company bid or would have bid if not for capacity constraints. Bid market share represents bid market average over the prior three years.

# LARGEST PROVIDER OF DREDGING



■ CAPITAL    ■ MAINTENANCE    ■ BEACH  
■ FOREIGN    ■ DEMOLITION    ■ RIVERS & LAKES



■ GREAT LAKES    ■ NORFOLK    ■ WEEKS    ■ MANSON  
■ DON JON    ■ DUTRA    ■ ORION    ■ OTHER



# LARGE & FLEXIBLE FLEET U.S. & INTERNATIONAL MARKETS

ESTIMATE FLEET REPLACEMENT COST IN EXCESS OF \$1.5 BILLION IN CURRENT MARKET

## HYDRAULIC



- 20 Vessels\*: 16 U.S., 4 Middle East (19 U.S. flagged)
- Including the only two large electric cutterhead dredgers available in the U.S. for environmentally sensitive regions requiring lower emissions

## HOPPER



- 8 Vessels: 4 U.S., 4 Middle East, (4 U.S. flagged)
- Highly mobile, able to operate in rough waters
- Little interference with other ship traffic

## MECHANICAL



- 5 Vessels: All U.S. (All U.S. flagged)
- Operates one of two environmentally friendly electric clamshell dredgers in the U.S.
- Maneuverability in tight areas such as docks and terminals

\* Note: Nine vessels were added from 2010 orders & later acquisition which are hydraulic but have low capacity, ideal for river and environmental dredging.

• 19 Material Transportation Barges and Over 160 Other Specialized Support Vessels

**GREAT LAKES  
DREDGE & DOCK CORPORATION**

INNOVATION, ENGINEERING & EXECUTION

# ARTICULATED TUG HOPPER DREDGE



## NEW HOPPER DREDGE

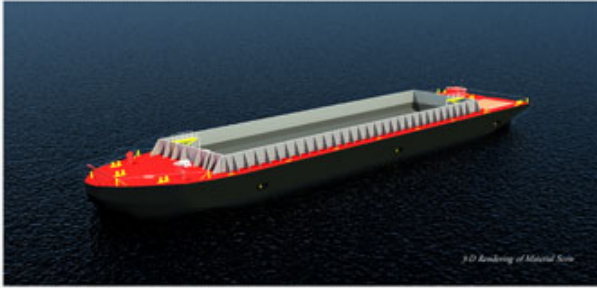
- Estimated cost: \$94 million
- Currently in design phase with expected completion in the second half of 2014.

The dredge represents a strategic investment by the Company in providing the most productive, efficient and capable dredging equipment in the domestic industry.

### GREAT LAKES' HOPPER DREDGE OBJECTIVES:

- Build the low cost producer for U.S. Hopper Market
- Improve operating margins
- GLDD capacity grows and new technology positions us as the low cost hopper dredging competitor, expanding market leadership role
- Meet future market needs with HMTF & Gulf Coastal Restoration
- Positions us for competitive advantage in new market opportunities

## TWO NEW MATERIAL SCOWS



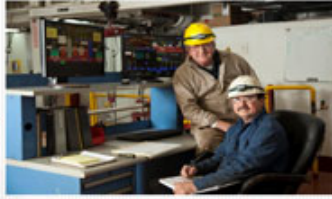
TWO NEW SCOWS

- Estimated cost: \$17 million (\$8.5 million each)
- Scows will be delivered in 2013

### GREAT LAKES' NEW MATERIAL SCOWS

- The scows will be used primarily on capital deepening and coastal restoration work on the East and Gulf coasts.
- GLDD has become very successful loading scows with cutter suction dredges. This has allowed us to match the dredging ability of the cutter suction dredges on projects, giving us an effective transportation system and a cost advantage over our competitors.
- Construction of the dredge and scows will create approximately 250 new U.S. shipyard and engineering jobs over the construction period.

## OUR INTELLECTUAL PROPERTY AND HUMAN CAPITAL ARE A COMPETITIVE ADVANTAGE



# DEMOLITION AND SITE REMEDIATION SERVICES

A PREFERRED DEMOLITION CONTRACTOR



I-10 Bridge Project in Louisiana

(IN MILLIONS)	THREE YEAR AVERAGE (FY 2009-2011)	FY 2011	YTD 2012
DEMOLITION REVENUE	\$78	\$107	\$92

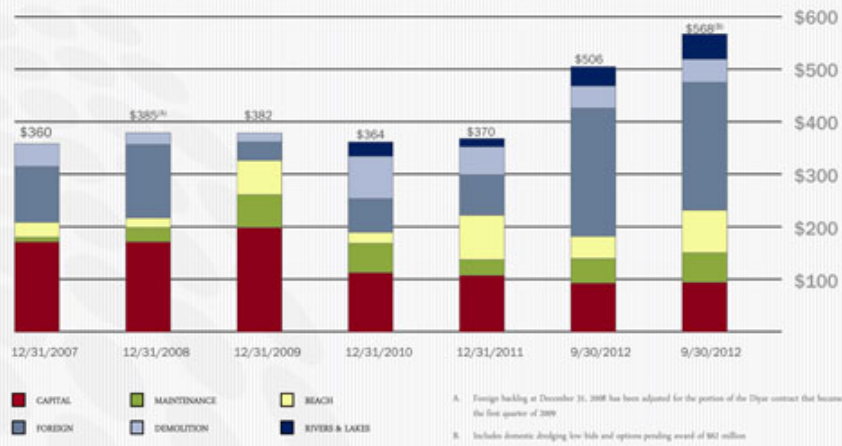
Note: YTD data as of September 30, 2012

## NASDI & YANKEE ENVIRONMENTAL SERVICES

- Major U.S. provider of commercial and industrial demolition services; preferred in New England
- Rated in the Top 10 Demolition Companies According to 2011 Engineering News-Record (ENR)
- Purchased Yankee in 2009; able to offer removal of asbestos and hazardous materials
- Growth in New York market
- Bidding work nationally
- Strong bonding capacity
- Expanding quickly in the bridge demolition market

# BACKLOG

BY WORK TYPE (\$ in millions)



■ CAPITAL    ■ MAINTENANCE    ■ BEACH  
■ FOREIGN    ■ DEMOLITION    ■ RIVERS & LAKES

A. Foreign backlog at December 31, 2008 has been adjusted for the portion of the Dique contract that became an option pending award in the first quarter of 2009.  
 B. Includes domestic dredging low bids and options pending award of \$60 million.

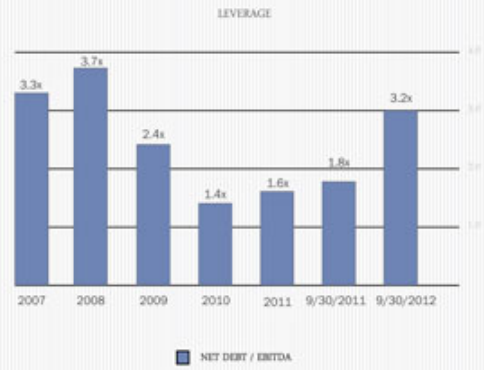
# FINANCIAL PERFORMANCE



A. Adjusted EBITDA represents net income (loss), adjusted for net interest expense, income taxes, depreciation and amortization expense and A&E restructuring expense. Please see reconciliation of Net Income to EBITDA at the end of this presentation.

Note: Great Lakes went public in December 2008.

# FINANCIAL DISCIPLINE



A) Growth capital expenditures during the year of 2007 includes the purchase of four vessels.

B) Includes \$16.8 related to the upgrade of the dredge Ohio and \$96 related to river & lake acquisition.





## INVESTMENT HIGHLIGHTS

- LARGEST U.S. DREDGING PROVIDER IN THE U.S.
- PROTECTED MARKET & PROVEN RECORD
  - "Dredging Act" and "Jones Act" effectively serve as barriers to entry for non-U.S.-owned dredging companies
  - Demonstrated record of successful project completion having never failed to complete a marine project
- STRONG CAPITAL STRUCTURE
- INTERNATIONAL PRESENCE
  - U.S. dredging operator with significant international presence
  - Portfolio of flexible fleet enables repositioning of vessels as necessary
- EXPANDING DEMOLITION BUSINESS
  - Completed quick and successful turnaround in 2011
  - Expanding demolition business into bridge demolition and sediment & soil remediation

# APPENDIX

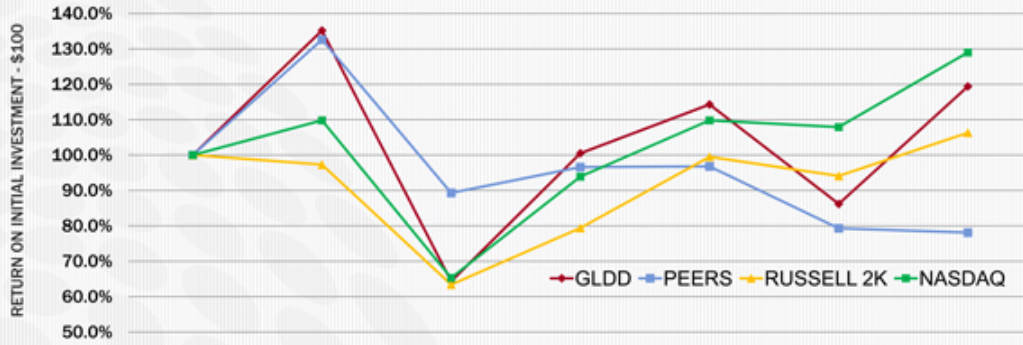


RECONCILIATION OF NET INCOME TO  
ADJUSTED EBITDA

(\$ in millions)	FISCAL YEAR ENDING DECEMBER 31,					NINE MONTHS ENDED SEPTEMBER 30,	
	2007	2008	2009	2010	2011	2011	2012
NET INCOME ATTRIBUTABLE TO GREAT LAKES DREDGE & DOCK CORPORATION	\$7.1	\$5.0	\$17.5	\$34.6	\$16.5	\$9.7	\$3.4
LOSS ON EXTINGUISHMENT OF DEBT					5.1	5.1	
INTEREST EXPENSE	17.5	17.0	16.1	13.5	21.7	16.5	15.7
INCOME TAX EXPENSE	6.4	3.8	11.0	20.6	9.5	6.6	2.0
DEPRECIATION AND AMORTIZATION	26.5	30.1	33.0	34.3	40.9	30.0	26.6
ADJUSTED EBITDA	\$57.5	\$55.9	\$77.6	\$103.0	\$93.7	\$67.9	\$47.7

# STOCK PERFORMANCE

INITIAL INVESTMENT \$100



	12/31/2006	12/31/2007	12/31/2008	12/31/2009	12/31/2010	12/31/2011	9/30/2012
GLDD	100.0%	135.2%	64.3%	100.5%	114.3%	86.2%	119.4%
PEERS	100.0%	132.6%	89.3%	96.6%	96.8%	79.3%	78.1%
RUSSELL 2K	100.0%	97.3%	63.4%	79.4%	99.5%	94.1%	106.3%
NASDAQ	100.0%	109.8%	65.3%	93.9%	109.8%	107.9%	129.0%

Note: Great Lakes went public in December 2006

