

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): November 28, 2017

SEACOR Holdings Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

1-12289

(Commission
File Number)

13-3542736

(IRS Employer
Identification No.)

2200 Eller Drive, Fort Lauderdale, Florida

(Address of Principal Executive Offices)

33316

(Zip Code)

Registrant's telephone number, including area code

(954) 523-2200

Not Applicable

(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 (*see* General Instruction A.2. below):

- 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 November 28, 2017, SEACOR Holdings Inc. (“SEACOR”) announced that its board of directors has declared a dividend payable to all of its stockholders on a pro rata basis consisting of 3,977,135 shares of Dorian LPG Ltd. (“Dorian”) common stock (the “Distribution”). The Distribution will be payable on December 20, 2017 (the “Distribution Date”) to holders of record of SEACOR common stock as of 5:00 p.m., New York City time, on December 8, 2017 (the “Record Date”). SEACOR expects the distribution ratio to be approximately 0.2216 shares of Dorian common stock for each share of SEACOR common stock held as of the Record Date.

No action or payment will be required by SEACOR stockholders of record as of the Record Date to receive the shares of Dorian common stock. Stockholders who hold SEACOR common stock on the Record Date will receive a book-entry account statement reflecting their ownership of Dorian common stock or their brokerage account will be credited with the shares of Dorian common stock. A letter to stockholders containing details regarding the Distribution, including the final distribution ratio, treatment of fractional shares resulting from the Distribution and the tax consequences of the Distribution to recipients of the Distribution will be mailed to SEACOR stockholders prior to the Distribution Date.

SEACOR common stock shares will continue to trade "regular-way" on the NYSE until the ex-dividend date of December 7, 2017.

The Distribution may result in an anti-dilution adjustment to the conversion rates and prices for SEACOR’s 2.50% Convertible Senior Notes due 2027 and SEACOR’s 3.00% Convertible Senior Notes due 2028.

In connection with the announcement to the Distribution, SEACOR issued a press release, a copy of which is hereby incorporated by reference and attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Press Release of SEACOR Holdings Inc., November 28, 2017</u>

SIGNATURES

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.

SEACOR Holdings Inc.

By: /s/ WILLIAM C. LONG

Name: William C. Long

Title: Executive Vice President, Chief Legal Officer and
Corporate Secretary

Dated: November 29, 2017



PRESS RELEASE

**SEACOR HOLDINGS INC. DECLARES DISTRIBUTION OF
DORIAN LPG LTD. SHARES TO ITS STOCKHOLDERS**

Fort Lauderdale, Florida
November 28, 2017

FOR IMMEDIATE RELEASE - SEACOR Holdings Inc. (NYSE: CKH) (“SEACOR”) today announced that its board of directors has declared a dividend payable to all of its stockholders on a pro rata basis consisting of 3,977,135 shares of Dorian LPG Ltd. (“Dorian”) common stock (the “Distribution”). The Distribution will be payable on December 20, 2017 (the “Distribution Date”) to holders of record of SEACOR common stock as of 5:00 p.m., New York City time, on December 8, 2017 (the Record Date). SEACOR expects the distribution ratio to be approximately 0.2216 shares of Dorian common stock for each share of SEACOR common stock held as of the Record Date.

No action or payment will be required by SEACOR stockholders of record as of the Record Date to receive the shares of Dorian common stock. Stockholders who hold SEACOR common stock on the Record Date will receive a book-entry account statement reflecting their ownership of Dorian common stock or their brokerage account will be credited with the shares of Dorian common stock. A letter to stockholders containing details regarding the Distribution, including the final distribution ratio, treatment of fractional shares resulting from the Distribution and the tax consequences of the Distribution to recipients of the Distribution will be mailed to SEACOR stockholders prior to the Distribution Date.

SEACOR common stock shares will continue to trade "regular-way" on the NYSE until the ex-dividend date of December 7, 2017.

The Distribution may result in an anti-dilution adjustment to the conversion rates and prices for SEACOR’s 2.50% Convertible Senior Notes due 2027 and SEACOR’s 3.00% Convertible Senior Notes due 2028.

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About SEACOR

SEACOR is a diversified holding company with interests in domestic and international transportation and logistics and risk management consultancy. SEACOR is publicly traded on the New York Stock Exchange (NYSE) under the symbol CKH.

Cautionary Note Regarding Forward-Looking Statements

Certain statements discussed in this release as well as in other reports, materials and oral statements that the Company releases from time to time to the public constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “believe,” “plan,” “target,” “forecast” and similar expressions are intended to identify forward-looking statements. Such forward-looking statements concern management’s expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters. Forward-looking statements are inherently uncertain and subject to a variety of assumptions, risks and uncertainties that could cause actual results to differ materially from those anticipated or expected by management of the Company. These statements are not guarantees of future performance and actual events or results may differ significantly from these statements. Actual events or results are subject to significant known and unknown risks, uncertainties and other important factors, including risks relating to weakening demand for the Company’s services as a result of unplanned customer suspensions, cancellations, rate reductions or non-renewals of vessel charters or failures to finalize commitments to charter vessels, increased government legislation and regulation of the Company’s businesses that could increase the cost of operations, increased competition if the Jones Act is repealed, liability, legal fees and costs in connection with the provision of emergency response services, decreased demand for the Company’s services as a result of declines in the global economy, declines in valuations in the global financial markets and a lack of liquidity in the credit sectors, including, interest rate fluctuations, availability of credit, inflation rates, change in laws, trade barriers, commodity prices and currency exchange fluctuations, activity in foreign countries and changes in foreign political, military and economic conditions, changes in foreign and domestic oil and gas exploration and production activity, safety record requirements related to Shipping Services, decreased demand for Shipping Services due to construction of additional refined petroleum product, natural gas or crude oil pipelines or due to decreased demand for refined petroleum products, crude oil or chemical products or a change in existing methods of delivery, compliance with U.S. and foreign government laws and regulations, including environmental laws and regulations and economic sanctions, the dependence of Inland River Services and Shipping Services on several key customers, consolidation of the Company’s customer base, the ongoing need to replace aging vessels, industry fleet capacity, restrictions imposed by the Shipping Acts on the amount of foreign ownership of the Company’s Common Stock, operational risks of Inland River Services and Shipping Services, effects of adverse weather conditions and seasonality, the level of grain export volume, the effect of fuel prices on barge towing costs, variability in freight rates for inland river barges, the effect of international economic and political factors on Inland River Services’ operations, the ability to realize anticipated benefits from acquisitions and other strategic transactions, adequacy of insurance coverage, the ability to recognize the anticipated benefits of the Spin-off, the ability to remediate the material weaknesses the Company has identified in its internal controls over financial reporting, the attraction and retention of qualified personnel by the Company, and various other matters and factors, many of which are beyond the Company’s control as well as those discussed in Item 1A (Risk Factors) of the Company’s Annual report on Form 10-K and other reports filed by the Company with the Securities and Exchange Commission (“SEC”). It should be understood that it is not possible to predict or identify all such factors. Consequently, the preceding should not be considered to be a complete discussion of all potential risks or

uncertainties. Given these risk factors, investors and analysts should not place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made. The Company disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which the forward-looking statement is based, except as required by law. It is advisable, however, to consult any further disclosures the Company makes on related subjects in its filings with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (if any). These statements constitute the Company's cautionary statements under the Private Securities Litigation Reform Act of 1995.

For additional information concerning SEACOR, contact Molly Hottinger at (954) 627-5278 or visit SEACOR's website at www.seacorholdings.com.