Great Lakes Dredge & Dock CORP Form 4

January 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

Weiss Jason	Symbol	Symbol Great Lakes Dredge & Dock CORP [GLDD]					Issuer (Check all applicable)				
(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)			_X Director 10% Owner Officer (give title Other (specify					
	KES DREDGE & RPORATION, 212 AD	12/31/2	•				below)	below)			
(Street) 4. If Am			Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
0.444.000.00	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
OAK BROO						Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) of (E))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/31/2013		A	2,105	A	\$0	58,733	D			
Common Stock							666,562	I	Jason G. Weiss Revocable Trust dated August 2, 2000		
Common Stock							100	I	Common Stock		

owned by the wife of Mr. Weiss

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 3	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Weiss Jason GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAK BROOK, IL 60523



Signatures

/s/ Katherine M. Hayes, by power of attorney

01/03/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ght:bold;">ESPP");

Reporting Owners 2

Edgar Filing: Great Lakes Dredge & Dock CORP - Form 4

WHEREAS, pursuant to the "Amendment or Termination" section of the ESPP, the Board may at any time amend the provisions of the ESPP;

WHEREAS, the Company desires to amend the ESPP to (i) increase the number of shares of common stock that are available for sale under the ESPP and (ii) extend the term of the ESPP to June 18, 2025; and

WHEREAS, the stockholders of the Company have passed a resolution approving this Amendment;

NOW, THEREFORE, the Board hereby amends the ESPP as follows:

- 1.Paragraph (a) under the section titled "Stock" shall be amended to increase the number of shares available for sale under the ESPP by one million five hundred thousand (1,500,000) by replacing the first sentence with the following: "Subject to adjustment upon changes in capitalization of the Company as provided in Section 19 hereof, the maximum number of shares of the Company's Common Stock which shall be made available for sale under the Plan shall be two million two hundred thousand (2,200,000) shares."
- 2. The section titled "Term of the Plan" shall be amended to extend the term of the ESPP by amending it to read in its entirety as follows:

"The Plan shall become effective upon the later to occur of its adoption by the Board of Directors or its approval by the stockholders of the Company. It shall continue in effect until June 18, 2025 unless sooner terminated under Section 20 hereof.

3. Except as set forth herein and as previously amended, the ESPP shall continue in full force and effect.

* * * * *

60

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

HORNBECK OFFSHORE SERVICES, INC. 103 NORTHPARK BLVD., SUITE 300 COVINGTON, LA 70433

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

ATTN: MARK S. MYRTUE

VOTE BY PHONE - 1-800-690-6903

0

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

For Withhold For All individual nominee(s), mark "For All All All Except Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees

01 Larry D. Hornbeck 02 Steven W. Krablin 03 John T.

For Against Abstain

The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.

2. To approve an amendment to the Second Amended and Restated Hornbeck Offshore Services, Inc. Incentive Compensation Plan to

0 0 0

Edgar Filing: Great Lakes Dredge & Dock CORP - Form 4

increase the maximum number of shares available under the Plan. To approve amendments to the Hornbeck Offshore Services, Inc. 2005 Employee Stock Purchase Plan to increase the maximum 0 o o number of shares available under the Plan and to extend the term of the Plan. To ratify the reappointment of Ernst & Young LLP as the 4. Company's independent registered public accountants and auditors o o for the fiscal year 2015. To approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as set forth in the proxy o statement.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

For address change/comments, mark here. o (see reverse for instructions) Yes No
Please indicate if you plan to attend this meeting o o

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature [PLEASE SIGN WITHIND ROX]

Signature (Joint Owners) Date

61

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Annual Report is/are available at www.proxyvote.com.

HORNBECK OFFSHORE SERVICES, INC.
ANNUAL MEETING OF STOCKHOLDERS
JUNE 18, 2015
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The stockholder(s) hereby appoint(s) Todd M. Hornbeck, James O. Harp, Jr. and Mark S. Myrtue, or any of them, as proxies, with full powers of substitution, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Hornbeck Offshore Services, Inc. that the stockholder(s) are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 a.m. Central Time on June 18, 2015, at the Hornbeck Offshore Services, Inc. corporate training room located at 103 Northpark Boulevard, in Covington, Louisiana 70433 and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS, AND FOR PROPOSALS 2, 3, 4 and 5.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.

Address change/comments:

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

62