

Orion Marine Group Inc
Form DEF 14A
April 04, 2016

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

**SCHEDULE 14A
(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A)
OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant x
Filed by a party other than the Registrant o
Check the appropriate box:

o Preliminary proxy statement
 o Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))
 x Definitive proxy statement
 o Definitive additional materials
 o Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

ORION MARINE GROUP, INC.

(Name of Registrant as Specified in its Charter)

Payment of filing fee (Check the appropriate box):

x No fee required

o Fee computed on the table below per Exchange Act Rules 14a-6(i)(I) and 0-11
(1) Title of each class of securities to which transaction applies;

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement number:

(3) Filing party:

(4) Date filed:

**ORION MARINE GROUP, INC.
12000 AEROSPACE, SUITE 300
HOUSTON, TEXAS 77034**

April 4, 2016

To our Stockholders:

On behalf of the Board of Directors, we cordially invite you to attend the 2016 Annual Meeting of Stockholders of Orion Marine Group, Inc., which will be held on Thursday, May 19, 2016 at 10:00 a.m. Central Time. You will be able to attend the 2016 Annual Meeting, vote and submit your questions during the meeting via live webcast by visiting www.virtualshareholdermeeting.com/orn2016. You will need the 12-digit control number included in your proxy materials in order to be able to enter the Annual Meeting.

At the Annual Meeting, you will be voting on:

- (1) the election of two Class III members to our Board of Directors, each to serve a three-year term and until his successor is duly elected and qualified;
- (2) a non-binding advisory proposal to approve the compensation of our named executive officers as disclosed in the proxy statement (the "say-on-pay" vote);
- (3) the ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for 2016; and
- (4) any other business that may properly come before the Annual Meeting, or any reconvened meeting after an adjournment thereof.

The following pages contain the formal Notice of Annual Meeting and the Proxy Statement.

**Important Notice Regarding Internet Availability of Proxy Materials
For the Annual Meeting of Stockholders to be held on May 19, 2016**

You may access an electronic, searchable copy of this Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2015 at <http://www.proxyvote.com>

This year, as in previous years, we will seek to conserve natural resources and reduce annual meeting costs by electronically disseminating annual meeting materials as permitted under rules of the Securities and Exchange Commission. Many stockholders will receive a Notice of Internet Availability of Proxy Materials containing instructions on how to access annual meeting materials via the Internet. Stockholders may also request mailed paper copies if preferred.

The accompanying Proxy Statement provides detailed information regarding the matters to be acted upon at the Annual Meeting. In addition to the Proxy Statement, we have included a copy of our Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the year ended December 31, 2015. The Form 10-K provides information regarding our operations as well as our audited, consolidated financial statements. In accordance with Securities and Exchange Commission rules, the Proxy Statement and the Form 10-K, as well as our other proxy materials may be found at www.proxyvote.com.

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Your vote is important. Please vote your shares as soon as possible, as this will ensure representation of your shares. Voting is available online or by telephone, or, if you have received a paper copy of our proxy materials, by paper proxy card. Returning the proxy card or voting by telephone or online does not deprive you of your right to attend the virtual meeting and to vote your shares during the live webcast for the matters to be acted upon at the meeting.

Sincerely,

Peter R. Buchler
Corporate Secretary

Houston, Texas
April 4, 2016

**ORION MARINE GROUP, INC.
12000 AEROSPACE, SUITE 300
HOUSTON, TEXAS 77034**

**NOTICE OF 2016 ANNUAL MEETING OF
STOCKHOLDERS**

**Important Notice Regarding the Availability of Proxy
Materials for the
Stockholder Meeting to be held on May 19, 2016a**

The Proxy Statement and accompanying 2015 Annual Report on Form 10-K are available at
<http://www.proxyvote.com>.

You may also access the proxy materials and vote your shares at *<http://www.proxyvote.com>*

TIME AND DATE: 10:00 a.m. Central Time, on Thursday, May 19, 2016

INTERNET ACCESS: *www.virtualshareholdermeeting.com/orn2016*
Use the 12-digit Control Number provided in your proxy materials
(1)

ITEMS OF BUSINESS: To elect two Class III members to our Board of Directors, each to serve a
three-year term and until his successor is duly elected and qualified;
(2)

To approve a non-binding advisory proposal on the compensation of our
named executive officers as disclosed in the attached proxy statement;
(3)

To ratify the appointment of Grant Thornton LLP as the Company's
independent registered public accounting firm for 2016; and
(4)

To transact any other business that may properly come before the Annual
Meeting or any reconvened meeting after an adjournment thereof.

RECORD DATE: Only stockholders of record at the close of business on March 30, 2016, are
entitled to notice of, and to vote at, the Annual Meeting and any adjournment
or postponement thereof.

PROXY VOTING: It is important that your shares are represented and voted at the Annual
Meeting. You may vote your shares online or by telephone, as indicated in the

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accompanying Proxy Statement or the Notice of Internet Availability of Proxy Materials. If you received a paper copy of our proxy materials, you may also vote your shares by completing and returning the proxy card included in those materials. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in the Proxy Statement.

You are invited to attend the Annual Meeting through the link at www.virtualshareholdermeeting.com/orn2016, and may vote at that time.

This Notice of Annual Meeting of Stockholders and related Proxy Materials are being distributed or made available to stockholders beginning on or about April 4, 2016.

By Order of the Board of Directors

Peter R. Buchler
Corporate Secretary
Houston, Texas
April 4, 2016

**ORION MARINE GROUP, INC.
12000 Aerospace Suite 300
Houston, Texas 77034
Telephone: (713) 852-6500**

**PROXY STATEMENT
FOR THE 2016 ANNUAL MEETING OF
STOCKHOLDERS**

We are providing this Proxy Statement, and accompanying proxy materials, to the holders of the common stock of Orion Marine Group, Inc. (Orion or the Company) for use in connection with the 2016 Annual Meeting of Stockholders, and any adjournments or postponements thereof. The Annual Meeting will be held on May 19, 2016, at 10:00 a.m. Central Time at www.virtualshareholdermeeting.com/orn2016. You may access this site using the 12-digit Control Number provided with your proxy materials. The Proxy Statement, the enclosed form of proxy, and the Company s Annual Report for the year ended December 31, 2015 are first being distributed or made available to stockholders on or about April 4, 2016.

Our Board of Directors has established March 30, 2016 as the record date for determining the stockholders of record entitled to vote at the Annual Meeting and any adjournment or postponement thereof. Only stockholders of record at the close of business on the record date are entitled to vote on matters presented at the Annual Meeting.

This Proxy Statement contains important information that you should consider when deciding how to vote on the matters to be brought before the Annual Meeting. Please read it and the enclosed materials carefully.

PLEASE VOTE YOUR VOTE IS IMPORTANT

**ABOUT THE COMPANY
GENERAL INFORMATION**

Orion Marine Group, Inc., a leading construction company, provides services both on and off the water in the continental United States, Alaska, Canada and the Caribbean Basin through its heavy civil marine construction segment and its commercial concrete segment. The Company s heavy civil marine construction segment services include marine transportation facility construction, marine pipeline construction, marine environmental structures, dredging of waterways, channels and ports, environmental dredging, design, and specialty services. Its commercial concrete segment provides turnkey concrete construction services including pour and finish, dirt work, layout,

forming, rebar, and mesh across the light commercial, structural and other associated business areas. The Company is headquartered in Houston, Texas with offices throughout its operating areas. Our principal executive offices are located at 12000 Aerospace, Suite 300, Houston, Texas 77034. Our common stock is listed for trading on the New York Stock Exchange (NYSE) under the trading symbol ORN. At the close of business on the Record Date, [27,303,868] shares of common stock were outstanding.

ABOUT THE ANNUAL MEETING

Why did I receive a one-page Notice of Internet Availability of Proxy Materials in the mail rather than a full set of proxy materials?

The Securities and Exchange Commission (SEC) rules allow companies to provide stockholders with access to proxy materials over the Internet rather than by mailing the proxy materials to stockholders. To conserve natural resources and reduce costs, we are sending a Notice of Internet Availability of Proxy Materials to many of our stockholders. The Notice provides instructions for accessing the proxy materials online or for requesting printed copies of the proxy materials. The Notice also provides instructions for requesting the delivery of the proxy materials for future Annual Meetings in printed form by mail or electronically by email.

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Why did I receive these proxy materials?

The Company's Board of Directors (the Board) is providing these proxy materials to you in connection with the 2016 Annual Meeting of Stockholders, which will take place on May 19, 2016 (the Annual Meeting). As a stockholder of the Company on the Record Date, you are entitled to vote your shares at the Annual Meeting.

What is the purpose of the Annual Meeting?

There are currently three proposals scheduled for consideration and vote at the Annual Meeting:

1. the re-election of two Class III directors, each to serve a three-year term expiring in 2019;
2. a non-binding proposal to approve the compensation of our named executive officers as disclosed in this proxy statement (the say-on-pay vote); and
3. the ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016.

Could other matters be considered and voted upon at the meeting?

Our Board does not expect to bring any other matter before the Annual Meeting and is not aware of any other matter that may be presented for consideration at the meeting. In addition, pursuant to our By-laws, the time has elapsed for any stockholder to properly bring a matter before the meeting. However, if any other matter does properly come before the meeting, the proxy holders will vote the proxies at their discretion.

How many votes may stockholders cast?

Each share of common stock that was outstanding on the record date is entitled to one vote on each matter submitted to a vote at the Annual Meeting. As of the record date, there were 27,303,868 shares of common stock outstanding and entitled to vote at the Annual Meeting.

How many shares must be present to hold the Annual Meeting?

A majority of the outstanding shares of common stock must be present, in person (online) or represented by proxy, at the Annual Meeting in order to hold the Annual Meeting and conduct business. This is called a quorum. In determining whether a quorum exists, the inspector of elections will count as present shares owned by holders who are present but abstain from voting, shares owned by stockholders who do not vote on one or more proposals, withheld votes, and broker non-votes (see *What is a broker non-vote?* below).

What are my voting options for each proposal? How does the Board of Directors recommend that I vote? How many votes are required to approve each proposal? How are the votes counted?

Proposal	Election of Directors	Say-on-Pay (advisory	Ratification of Selection of Auditors
Your Voting Options	You may vote FOR or AGAINST the nominees or you may ABSTAIN from voting.	You may vote FOR or AGAINST this proposal or you may ABSTAIN from voting.	You may vote FOR or AGAINST this proposal or you may ABSTAIN from voting.
Recommendation of the Board of Directors	The Board recommends you vote FOR the nominees	The Board recommends that you vote FOR the approval, on an advisory	The Board recommends that you vote FOR ratification of our selection

basis, of the compensation of Grant Thornton LLP as
of our named executive our independent registered
officers as disclosed in this public accounting firm for
proxy statement. 2015.

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Proposal	Election of Directors	Say-on-Pay (advisory)	Ratification of Selection of Auditors
Vote Required for Approval	<u>plurality of the votes cast</u> (but see the note below on our Majority Voting Policy in Director Elections)	<u>affirmative vote of a majority</u> of the shares present in person or represented by proxy and entitled to vote on the proposal	<u>affirmative vote of a majority</u> of the shares present in person or represented by proxy and entitled to vote on the proposal
Effect of Abstention	no effect	will count as a vote AGAINST this proposal	will count as a vote AGAINST this proposal
Effect of Broker Non-Vote	no effect	no effect	not applicable

Majority Voting Policy in Director Elections. Although our directors are elected by plurality vote, our Board has adopted a majority voting policy. Each of our current directors, including the director nominees, has delivered an irrevocable resignation letter that the Board has the power to accept or decline in the event that the director does not receive more FOR than AGAINST votes in an uncontested election. We have provided more information about our majority voting policy under the heading Proposal No. 1 Election of Directors.

Any Other Matters. Any other matter properly brought before the Annual Meeting will be decided by the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote on the matter, unless a different vote is required by statute, NYSE listing standards, or our certificate of incorporation or By-laws.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Many of our stockholders hold their shares through a broker or other nominee rather than in their own name. As summarized below, there are several distinctions between shares held of record and those held beneficially.

Stockholders of Record. If your shares are registered in your name with the Company's transfer agent, American Stock Transfer & Trust, you are the stockholder of record of those shares.

Beneficial Owners. If your shares are held in a bank account, brokerage account, or by another nominee, you are the beneficial owner of those shares, and your bank, broker, or nominee (your broker) is the stockholder of record.

How do I vote?

Stockholders of Record. If you are a stockholder of record, you may vote in any of the following ways:

- (1) online at <http://www.proxyvote.com>;
- (2) by telephone, by calling 1-800-690-6903;
- (3) if you received a paper copy of our proxy materials, by mail, by signing, dating and mailing the proxy card in the enclosed postage-paid envelope, which must be received by the date indicated on the proxy card; or
- (4) during the Annual Meeting by your attendance through our link at www.virtualshareholdermeeting.com/orn2016. You must use the 12-digit Control Number provided in your proxy materials to access this site.

Beneficial Owners. If you are a beneficial owner, you should refer to the proxy card or voting instruction form you received from your broker for an explanation of the voting options that are available to you. If you wish to vote shares that you beneficially own online during the Annual Meeting, you must request, complete, and deliver a proxy from your broker as directed in the materials provided by your broker.

Can my shares be voted if I do not provide voting instructions?

Stockholders of Record. If you are a stockholder of record and do not deliver a proxy or otherwise vote your shares, your shares will not be voted. However, if you execute a proxy or cast a vote (whether online, by telephone, or by proxy card) without giving instructions as to how to vote on one or more proposals, your shares will be voted in accordance with the Board's recommendations on the proposals for which you have not provided specific voting instructions.

Beneficial Owners. If you are a beneficial owner and do not provide your broker with specific voting instructions, your shares will not be voted on any proposal as to which your broker does not have discretionary authority to vote. Brokers generally only have discretionary authority to vote shares held in street name on routine matters. The proposal to ratify the retention of the independent registered public accounting firm is considered a routine matter. The election of directors and the say-on-pay vote are non-routine matters; therefore, if you do not provide voting instructions to your broker on those proposals, your shares will not be voted on those proposals.

What is a broker non-vote ?

A broker non-vote occurs when a broker holding shares for a beneficial owner submits a proxy that votes the shares on one or more proposals, but does not vote (the broker non-vote) on non-routine matters with respect to which the beneficial owner has not given voting instructions. As noted above, if you are a beneficial owner and do not provide voting instructions, the only matter proposed in this proxy statement on which your broker may vote is the ratification of our selection of auditors. If you hold your shares through a broker, bank, or nominee, please follow their instruction as to how to provide them with specific voting instructions.

Can I change or revoke my vote?

Yes. You may revoke your proxy or change your vote at any time before it is voted at the Annual Meeting by (1) filing a written revocation with the Corporate Secretary at the Company's executive offices, (2) submitting online, by mail, or by phone a duly executed proxy bearing a later date, or (3) changing or revoking your vote online at any time before voting is closed at the Annual Meeting at www.virtualshareholdermeeting.com/orn2016.

Who are the proxies?

In connection with the solicitation of proxies for the Annual Meeting, the Board of Directors has appointed Mark R. Stauffer, Peter R. Buchler and Christopher J. DeAlmeida as proxies. All properly executed proxies that specify how the stockholder wishes to vote his shares will be voted in accordance with those instructions.

Who will count the votes?

The Company has appointed Broadridge Financial Solutions, Inc. (Broadridge) to tabulate the votes and act as the Inspector of Elections.

When will the voting results be announced?

We will announce preliminary voting results at the Annual Meeting and will publish the final results in a current report on Form 8-K filed with the SEC within four business days following the meeting, which will be available on our website at www.orionmarinegroup.com.

Who pays for the cost of the proxy solicitation?

The Company bears the expense of preparing, printing, mailing, and distributing the proxy materials. In addition to this solicitation by mail, directors, officers, and other employees of the Company may, without additional compensation, solicit the return of proxies by telephone, messenger, facsimile, or email. The Company will request that brokers and other nominee holders of common stock furnish proxy materials to their beneficial owners. The Company will reimburse such brokers and other nominees for their reasonable out-of-pocket expense in doing so.

DISCUSSION OF THE PROPOSALS

PROPOSAL NO. 1 ELECTION OF DIRECTORS

At the Annual Meeting, stockholders will be asked to elect two directors each to serve on the Company's Board of Directors. Under the Company's By-Laws, the Board may determine, by resolution, the number of directors that the Company will have. The size of the Board is currently set at six persons.

The Company's Certificate of Incorporation and By-Laws provide for a classified Board of Directors, divided into three classes, with each class serving a staggered three-year term. As a result, stockholders generally elect one-third of our Board each year. The current term of each of our two Class III directors, Austin J. Shanfelter and Gene G. Stoever, expires at the 2016 Annual Meeting. On the recommendation of its Nominating and Corporate Governance Committee, the Board has nominated each Messrs. Shanfelter and Stoever for re-election as Class III Directors, with each to serve a three-year term expiring at the 2019 annual meeting. Mr. Shanfelter currently serves as Chairman of the Compensation Committee and Mr. Stoever serves as Chairman of the Audit Committee.

Each of Messrs. Shanfelter and Stoever has indicated that he is willing to serve the three-year directorship term for which he has been nominated. However, if, prior to the Annual Meeting, either of these two director nominees should become unwilling or unable to serve, then (i) the shares represented by proxy will be voted for the election of such other person as may be designated by the Board, (ii) the Board may leave the position unfilled, or (iii) the Board may reduce the authorized number of directors, as provided in the Company's By-Laws.

Please see [The Board of Directors and its Committees](#) below for information about the director nominees and the other current members of the Board of Directors, each of whom will continue to serve following the Annual Meeting.

Directors are elected by plurality vote; however, our Board has adopted a majority voting policy in uncontested elections. Each of our current directors, including the two director nominees, has delivered an irrevocable resignation letter for the Board's consideration in the event that he does not receive more FOR than AGAINST votes in an uncontested election. If an incumbent director fails to receive the required vote for re-election, our Board, after considering the recommendation of its Nominating and Corporate Governance Committee and any factors it deems relevant, will determine whether to accept the resignation. Any director whose resignation is under consideration will abstain from participating in that decision.

The Board recommends that you vote FOR election of the director nominees.

PROPOSAL NO. 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY PROPOSAL)

We are seeking stockholder approval of the compensation of our executive officers (our named executive officers or NEOs) as disclosed in this proxy statement. This disclosure includes the Compensation Discussion and Analysis (CD&A), the compensation tables, and the accompanying narrative compensation disclosures. This non-binding advisory proposal, commonly known as a say-on-pay proposal, is required under Section 14A of the Securities Exchange Act of 1934 (the Exchange Act). Stockholders are asked to vote on the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement for the Company's 2016 annual meeting of stockholders pursuant to Item 402 of Regulation S-K of the rules of the Securities and Exchange Commission, is hereby APPROVED.

Our executive compensation program has historically been based on a pay-for-performance philosophy, balancing a fixed base salary with annual cash and long-term equity incentive opportunities. However, given the challenges our Company has faced in recent years, our traditional executive compensation program has been largely curtailed in recent years. Specifically, between 2011 and the end of 2014, the main components of our executive pay program have been a fixed base salary and two modest perquisites (specifically, a car allowance and the Company's matching contribution to the executive's 401(k) plan account).

Our annual cash incentive program has been suspended since 2011. In March 2015, the Compensation Committee approved the payment of modest discretionary bonuses based on Company performance during fiscal 2014 the Company's second consecutive year of record revenue and improved gross margin. However, our executives did not earn any annual incentives for fiscal 2015 performance, discretionary or otherwise.

With respect to our long-term incentive program, the Compensation Committee made multi-year challenge equity grants to our executives in 2011, with a stated commitment to not consider any new long-term incentive awards until at least 2014. In November 2014, the Compensation Committee, reviewing the performance of the Company and the executives, made equity grants to each of our executives. Since those November 2014 awards, our Compensation Committee has not made any new long-term incentive grants to our executives, except for a hire-on grant to Dr. Breaux, who became our Chief Operating Officer in September 2015.

As the Company's financial performance continues to improve, the Compensation Committee expects to reinstate a formal, balanced executive compensation program, using our historical program (as described in the CD&A) as a starting point.

Because this is an advisory vote, it will not be binding on the Board and it will not directly affect or otherwise limit any existing compensation or award arrangement of any of our NEOs. However, we understand that our executive compensation practices are important to our stockholders. Our Compensation Committee will consider the outcome of this vote when considering future executive compensation arrangements.

In considering how to vote on this proposal, we encourage our stockholders to review all the relevant information in this proxy statement our CD&A (including its executive summary), the compensation tables, and the rest of the narrative disclosures regarding our executive compensation program.

The Board recommends that you vote FOR approval of this say-on-pay proposal.

PROPOSAL NO. 3 APPROVAL OF THE APPOINTMENT OF GRANT THORNTON LLP

The Audit Committee has recommended and the Board of Directors subsequently approved the appointment of Grant Thornton LLP (Grant Thornton) as the Company's independent registered public accounting firm to perform the audit of the Company's financial statements for 2016. Grant Thornton was also the Company's independent registered public accounting firm for the year ended December 31, 2015.

The Board is asking stockholders to approve the appointment of Grant Thornton, although ratification is not required by law or by the Company's By-laws. The Board is submitting the appointment of Grant Thornton for approval as a matter of good corporate practice. Regardless of whether stockholders approve the appointment, the Board of Directors, in its discretion, may select an independent registered public accounting firm at any time during the year if it determines that to do so would be in the best interest of the Company and its stockholders. There is additional information about Grant Thornton under the heading *Information about Audit Fees and Audit Services*, below, which includes all amounts paid to Grant Thornton during fiscal 2014 and fiscal 2015.

A representative of Grant Thornton is expected to be present at the Annual Meeting and will have the opportunity to make a statement and will be available to respond to appropriate questions from stockholders.

The Board recommends that you vote FOR the approval of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm.

CORPORATE GOVERNANCE

We conduct our business under the direction of our Board. Members of the Board of Directors devote the time, energy, and attention as necessary to ensure diligent performance of their duties.

The Board has adopted corporate governance practices designed to aid in the Board and management in the fulfillment of their respective duties and responsibilities to our stockholders.

Corporate Governance Guidelines

Our Corporate Governance Guidelines, first adopted by the Board in 2007, work together with our certificate of incorporation, By-laws, and Board committee charters to form the framework for the governance of our company.

These Guidelines set forth the practices the Board of Directors follows in making decisions regarding board composition and selection, the frequency of board meetings, involvement of senior management in board meetings, Chief Executive Officer performance evaluation and succession planning, board committees and compensation matters.

Code of Ethics

The Company has adopted a code of ethics that applies to its senior accounting and financial officers, including the Chief Executive Officer and Chief Financial Officer. The Code of Ethics complies with the rules of the SEC and Rule 406 of the Sarbanes-Oxley Act of 2002. The Code of Ethics, as well as other governance documents, is available as described below under Website Availability of Governance Documents. Any changes in, or waivers to, the Code of Ethics for the Company's directors, executive officers, and certain senior financial officers are posted on the Company's website within five business days and maintained for at least twelve months.

Website Availability of Governance Documents

You can access the Company's certificate of incorporation, By-laws, Code of Conduct, Code of Ethics, Corporate Governance Guidelines, and Stockholder Communication Policy, as well as the Audit, Nominating and Corporate Governance, and Compensation Committee Charters on the Investor Relations section of the Company's website at <http://www.orionmarinegroup.com>. Information contained on the Company's website or any other website is not incorporated into this proxy statement and does not constitute a part of this proxy statement. Additionally, any stockholder who so requests may obtain a printed copy of the governance documents from the Company's Corporate Secretary at the address indicated on the first page of this proxy statement.

Stockholder Communications with the Board

Interested persons wishing to communicate with the Board may do so by the following means:

Email: pbuchler@orionmarinegroup.com
Mail: Board of Directors
Attn: Corporate Secretary
Orion Marine Group, Inc.
12000 Aerospace Ave, Suite 300

Houston, TX 77034

Director Independence

NYSE listing rules require a majority of our directors to be independent. In accordance with these rules, our Board has reviewed the relationships between the Company and each director and has determined that each of Messrs. Amonett, Daerr, Shanfelter, and Stoever has no direct or indirect material relationships with the Company or any member of management, and thus each of them satisfies the NYSE's definition of an independent director. Only Mr. Pearson, our former Chief Executive Officer, and Mr. Stauffer, our current President and Chief Executive Officer, are not independent. However, since Mr. Pearson is no longer an employee, he is a non-management director. Each of the Board's committees is comprised solely of independent directors.

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Nomination of Directors

The Board of Directors is responsible for nominating a slate of candidates for Board membership, and acts through its Nominating and Corporate Governance Committee (NCGC), to review the composition of the Board, and screen and recruit potential director nominees in consultation with the Chairman of the Board and the Chief Executive Officer. Although the NCGC has not established specific minimum qualifications for a position on the Board, the Committee seeks candidates who individually demonstrate a high ethical standard, a wide range of business experience at the policy-making level, and the ability to exercise sound and mature judgment in matters that relate to the current and long-term objectives of the Company. The NCGC believes diversity of background, education, experience and social perspective, as well as independence, and the ability to represent the best interests of all stockholders, contribute to an optimal balance of Board members. The Board of Directors, upon recommendation by the NCGC, has determined that each of the director nominees contributes to an active, effective and diverse Board.

Board Leadership Structure

Our Chairman of the Board is an independent director. We believe that having a chairman independent of management provides critical and independent thinking with respect to the Company s strategy and long-term objectives. Our President and Chief Executive Officer serves on the Board of Directors and provides in-depth understanding of the operations of the Company and the issues, opportunities, and challenges facing the Company. Our former President and Chief Executive Officer also serves on the Board of Directors.

2,260 Valdosta and Lowndes County Hospital Authority, Georgia,
Revenue Certificates, South Georgia 10/21 at 100.00 Aa2 2,559,247
Medical Center Project, Series 2011B, 5.000%, 10/01/41
Vidalia School District, Toombs County, Georgia, General
Obligation Bonds, Series 2016:
1,000 5.000%, 8/01/30 2/26 at 100.00 Aa1 1,272,050
1,035 5.000%, 8/01/31 2/26 at 100.00 Aa1 1,311,459
2,000 Winder-Barrow Industrial Building Authority, Georgia,
Revenue Bonds, City of Winder Project, 12/21 at
100.00 A1 2,320,720
Refunding Series 2012, 5.000%, 12/01/29 – AGM Insured
54,862 Total Tax Obligation/General 64,552,140
Tax Obligation/Limited – 16.3% (10.9% of Total Investments)
3,250 Atlanta Development Authority, Georgia, Revenue Bonds,
New Downtown Atlanta Stadium Project, 7/25 at
100.00 Aa3 4,003,578

Senior Lien Series 2015A-1, 5.250%, 7/01/44

Atlanta, Georgia, Tax Allocation Bonds Atlanta Station Project,
Refunding Series 2007:

110 5.250%, 12/01/19 – AGC Insured 12/17 at 100.00 AA 115,514

50 5.250%, 12/01/20 No Opt. Call AA 52,507

80 5.250%, 12/01/21 – AGC Insured 12/17 at 100.00 AA 83,908

1,080 5.000%, 12/01/23 – AGC Insured 12/17 at
100.00 AA 1,126,667

1,500 Atlanta, Georgia, Tax Allocation Bonds, Beltline Project Series
2008B. Remarketed, 1/19 at 100.00 A2 1,691,670
7.375%, 1/01/31

270 Atlanta, Georgia, Tax Allocation Bonds, Beltline Project Series
2008C. Remarketed, 1/19 at 100.00 A2 305,267
7.500%, 1/01/31

725 Atlanta, Georgia, Tax Allocation Bonds, Perry Bolton Project
Series 2014, 5.000%, 7/01/41 7/23 at 100.00 A– 824,514
Cobb-Marietta Coliseum and Exhibit Hall Authority, Georgia,
Revenue Bonds, Refunding
Series 1993:

250 5.500%, 10/01/18 – NPFG Insured No Opt. Call AA– 257,135
5,745 5.625%, 10/01/26 – NPFG Insured 10/19 at
100.00 AA– 6,825,231

405 Cobb-Marietta Coliseum and Exhibit Hall Authority, Georgia,
Revenue Bonds, Refunding Series No Opt. Call AA– 492,812
2005, 5.500%, 10/01/26 – NPFG Insured

3,020 Georgia Local Governments, Certificates of Participation,
Georgia Municipal Association, No Opt. Call AA– 3,545,420
Series 1998A, 4.750%, 6/01/28 – NPFG Insured

Georgia Municipal Association Inc., Certificates of Participation,
Riverdale Public Purpose
Project, Series 2009:

905 5.375%, 5/01/32 – AGC Insured 5/19 at 100.00 AA 1,002,604

1,165 5.500%, 5/01/38 – AGC Insured 5/19 at 100.00 AA 1,295,422

- 1,070 Metropolitan Atlanta Rapid Transit Authority, Georgia, Sales Tax Revenue Bonds, Refunding No Opt. Call Aa1 1,194,880
Series 1992P, 6.250%, 7/01/20 – AMBAC Insured
- 1,000 Metropolitan Atlanta Rapid Transit Authority, Georgia, Sales Tax Revenue Bonds, Third Indenture, 7/26 at 100.00 AA+ 1,237,370
Series 2015B, 5.000%, 7/01/41
- 810 Tift County Hospital Authority, Georgia, Revenue Anticipation Certificates Series 2012, No Opt. Call Aa2 951,556
5.000%, 12/01/38
- 21,435 Total Tax Obligation/Limited 25,006,055
Transportation – 11.2% (7.5% of Total Investments)
- 2,000 Atlanta, Georgia, Airport General Revenue Bonds, Refunding Series 2011B, 5.000%, 1/01/30 1/21 at 100.00 AA– 2,251,360
(Alternative Minimum Tax)
- 2,000 Atlanta, Georgia, Airport General Revenue Bonds, Refunding Series 2012B, 5.000%, 1/01/31 No Opt. Call AA– 2,354,100
- 2,810 Atlanta, Georgia, Airport General Revenue Bonds, Series 2012C, 5.000%, 1/01/42 (Alternative 1/22 at 100.00 AA– 3,163,105
Minimum Tax)
- Atlanta, Georgia, Airport Passenger Facilities Charge and General Revenue Bonds, Refunding
Subordinate Lien Series 2014A:
- 2,575 5.000%, 1/01/32 1/24 at 100.00 AA– 3,105,270
- 3,750 5.000%, 1/01/34 1/24 at 100.00 AA– 4,496,738
- 1,500 Clayton County Development Authority, Georgia, Special Facilities Revenue Bonds, Delta Air Lines, 6/20 at 100.00 Baa3 1,842,090
Inc. Project, Series 2009A, 8.750%, 6/01/29
14,635 Total Transportation 17,212,663
U.S. Guaranteed – 23.8% (15.9% of Total Investments) (5)
- 5,000 Atlanta Development Authority, Georgia, Educational Facilities Revenue Bonds, Science Park LLC 7/17 at 100.00 Aa3
(5) 5,186,199
- 2,260 Valdosta and Lowndes County Hospital Authority, Georgia, Revenue Certificates, South Georgia 10/21 at 100.00

Project, Series 2007, 5.000%, 7/01/39 (Pre-refunded 7/01/17)
5,100 Cherokee County Water and Sewerage Authority, Georgia,
Revenue Bonds, Series 2001, 5.000%, 8/18 at 100.00 AA
(5) 5,526,308

8/01/35 (Pre-refunded 8/01/18) – AGM Insured
1,375 Cobb County Development Authority, Georgia, Student
Housing Revenue Bonds, KSU Village II Real 7/17 at 100.00 N/R
(5) 1,429,959

Estate Foundation LLC Project, Senior Series 2007A, 5.250%,
7/15/38 (Pre-refunded 7/15/17) –
AMBAC Insured

Coweta County Water and Sewer Authority, Georgia, Revenue
Bonds, Series 2007:

1,000 5.000%, 6/01/32 (Pre-refunded 6/01/18) 6/18 at 100.00 Aa2
(5) 1,076,500

275 5.000%, 6/01/37 (Pre-refunded 6/01/18) 6/18 at 100.00 N/R
(5) 296,038

1,725 5.000%, 6/01/37 (Pre-refunded 6/01/18) 6/18 at 100.00 Aa2
(5) 1,856,963

3,315 Decatur, Georgia, General Obligation Bonds, Series 2007,
5.000%, 1/01/31 (Pre-refunded 1/17 at 100.00 AA+ (5) 3,364,526
1/01/17) – AGM Insured

2,225 Douglasville-Douglas County Water and Sewer Authority,
Georgia, Water and Sewerage Revenue 6/17 at 100.00 AA–
(5) 2,298,559

Bonds, Series 2007, 5.000%, 6/01/37 (Pre-refunded 6/01/17) –
NPFG Insured

1,500 Forsyth County Water and Sewerage Authority, Georgia,
Revenue Bonds, Series 2007, 5.000%, 4/17 at
100.00 AAA 1,539,210

4/01/37 (Pre-refunded 4/01/17) – AGM Insured
Georgia Higher Education Facilities Authority, Revenue Bonds,
USG Real Estate Foundation I LLC

Project, Series 2008:

- 25 6.000%, 6/15/28 (Pre-refunded 6/15/18) 6/18 at 100.00 AA
(5) 27,369
- 125 6.000%, 6/15/28 (Pre-refunded 6/15/18) 6/18 at 100.00 AA
(5) 136,846
- 995 Georgia Municipal Electric Authority, Project One Revenue
Bonds, Subordinated Series 2007A-2, 1/17 at 100.00 AA–
(5) 1,009,766
5.000%, 1/01/25 (Pre-refunded 1/01/17)
- 2,500 Georgia State, General Obligation Bonds, Series 2007E,
5.000%, 8/01/24 (Pre-refunded 8/01/17) 8/17 at
100.00 AAA 2,602,825
- 4,900 Gwinnett County School District, Georgia, General Obligation
Bonds, Series 2008, 5.000%, 2/18 at 100.00 AAA 5,206,397
2/01/36 (Pre-refunded 2/01/18) (UB)
- 2,475 Paulding County School District, Georgia, General Obligation
Bonds, Series 2007, 5.000%, 2/17 at 100.00 AA+ (5) 2,521,233
2/01/33 (Pre-refunded 2/01/17)
- 1,000 Unified Government of Athens-Clarke County, Georgia, Water
and Sewerage Revenue Bonds, 1/19 at 100.00 Aa1 (5) 1,112,250
Series 2008, 5.500%, 1/01/38 (Pre-refunded 1/01/19)
- 1,280 Walton County Water and Sewerage Authority, Georgia,
Revenue Bonds, Oconee-Hard Creek 2/18 at 100.00 A2
(5) 1,360,038
Reservoir Project, Series 2008, 5.000%, 2/01/38 (Pre-refunded
2/01/18) – AGM Insured
34,815 Total U.S. Guaranteed 36,550,986
Utilities – 11.8% (7.9% of Total Investments)
- 525 Burke County Development Authority, Georgia, Pollution Control
Revenue Bonds, Georgia Power No Opt. Call A+ 528,271
Company – Vogtle Plant, First Series 2012, 1.750%, 12/01/49
(Mandatory put 6/01/17)
- 3,000 Georgia Municipal Electric Authority, General Power Revenue
- 2,260 Valdosta and Lowndes County Hospital Authority, Georgia, Revenue Certificates, South Georgia 10/21 at 100

Bonds, Series 2012GG, 1/23 at 100.00 A+ 3,486,270
5.000%, 1/01/43

1,005 Georgia Municipal Electric Authority, Project One Revenue
Bonds, Subordinated Series 2007A-2, 1/17 at 100.00 AA- 1,017,814
5.000%, 1/01/25

130 Georgia Municipal Electric Authority, Senior Lien General Power
Revenue Bonds, Series 1993Z, No Opt. Call A+ 138,454
5.500%, 1/01/20 – FGIC Insured

Main Street Natural Gas Inc., Georgia, Gas Project Revenue Bonds,
Series 2006B:

1,055 5.000%, 3/15/20 No Opt. Call A 1,167,938

1,300 5.000%, 3/15/21 No Opt. Call A 1,473,849

1,500 5.000%, 3/15/22 No Opt. Call A 1,727,175

Main Street Natural Gas Inc., Georgia, Gas Project Revenue Bonds,
Series 2007A:

350 5.125%, 9/15/17 No Opt. Call A 363,052

950 5.000%, 3/15/18 No Opt. Call A+ 1,003,229

2,000 5.000%, 3/15/22 No Opt. Call A+ 2,341,700

1,500 Municipal Electric Authority of Georgia, Project One Revenue
Bonds, Subordinate Lien Series No Opt. Call A+ 1,003,170
2015A, 0.000%, 1/01/32

3,000 Municipal Electric Authority of Georgia, Project One Revenue
Bonds, Subordinate Lien Series 7/26 at 100.00 A+ 3,836,670
2016A, 5.000%, 1/01/28

16,315 Total Utilities 18,087,592

Water and Sewer – 14.1% (9.4% of Total Investments)

260 Atlanta, Georgia, Water and Wastewater Revenue Bonds,
Series 2004, 5.750%, 11/01/30 – No Opt. Call AA 382,179
AGM Insured

5 Cherokee County Water and Sewerage Authority, Georgia,
Revenue Bonds, Series 2001, 5.000%, 8/18 at 100.00 AA 5,389
8/01/35 – AGM Insured

500 Columbus, Georgia, Water and Sewerage Revenue Bonds,

Refunding Series 2014A, 5.000%, 5/01/31 5/24 at
100.00 AA+ 612,885

500 Columbus, Georgia, Water and Sewerage Revenue Bonds,
Series 2016, 5.000%, 5/01/36 5/26 at 100.00 AA+ 625,250

DeKalb County, Georgia, Water and Sewerage Revenue Bonds,
Refunding Series 2006B:
6,000 5.250%, 10/01/32 – AGM Insured 10/26 at
100.00 AA 7,791,655

300 5.000%, 10/01/35 – AGM Insured No Opt. Call AA 376,821

5,350 DeKalb County, Georgia, Water and Sewerage Revenue
Bonds, Second Resolution Series 2011A, 10/21 at
100.00 Aa3 6,345,634
5.250%, 10/01/41

1,000 Fulton County, Georgia, Water and Sewerage Revenue
Bonds, Refunding Series 2013, 1/23 at 100.00 AA 1,201,320
5.000%, 1/01/33

1,000 Milledgeville, Georgia, Water and Sewerage Revenue
Refunding Bonds, Series 1996, 6.000%, No Opt. Call AA 1,135,420
12/01/21 – AGM Insured

2,000 South Fulton Municipal Regional Water and Sewer Authority,
Georgia, Revenue Bonds, Refunding 1/24 at 100.00 AA 2,404,280
Series 2014, 5.000%, 1/01/30

695 Walton County Water and Sewerage Authority, Georgia,
Revenue Bonds, Oconee-Hard Creek 2/18 at 100.00 A2 734,024

Reservoir Project, Series 2008, 5.000%, 2/01/38 – AGM Insured
17,610 Total Water and Sewer 21,614,857
\$ 200,972 Total Long-Term Investments (cost
\$211,550,498) 229,508,644

Floating Rate Obligations – (2.1)% (3,245,000)

Variable Rate MuniFund Term Preferred Shares, at Liquidation
Preference – (48.8)% (6) (75,000,000)

Other Assets Less Liabilities – 1.6% 2,454,418

Net Assets Applicable to Common Shares – 100% \$ 153,718,062

Fair Value Measurements Fair value is defined as the price that would be received upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The following is a summary of the three-tiered hierarchy of valuation input levels.

Level 1 – Inputs are unadjusted and prices are determined using quoted prices in active markets for identical securities.

Level 2 – Prices are determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 – Prices are determined using significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risk associated with investing in those securities. The following is a summary of the Fund's fair value measurements as of the end of the reporting period:

	Level 1	Level 2	Level 3	Total
Long-Term Investments:				
Municipal Bonds	\$ —	\$229,508,644	\$ —	\$229,508,644

Income Tax Information

The following information is presented on an income tax basis. Differences between amounts for financial statement

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and federal income tax purposes are primarily due to timing differences in recognizing taxable market discount, timing differences in recognizing certain gains and losses on investment transactions and the treatment of investments in inverse floating rate securities reflected as financing transactions, if any. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

As of August 31, 2016, the cost of investments was \$208,201,239.

Gross unrealized appreciation and gross unrealized depreciation of investments as of August 31, 2016, were as follows:

Gross unrealized:	
Appreciation	\$18,183,525
Depreciation	(120,895)
Net unrealized appreciation (depreciation) of investments	\$18,062,630

- (1) All percentages shown in the Portfolio of Investments are based on net assets applicable to common shares unless otherwise noted.
 - (2) Optional Call Provisions: Dates (month and year) and prices of the earliest optional call or redemption. There may be other call provisions at varying prices at later dates. Certain mortgage-backed securities may be subject to periodic principal paydowns.
 - (3) For financial reporting purposes, the ratings disclosed are the highest of Standard & Poor's Group ("Standard & Poor's"), Moody's Investors Service, Inc. ("Moody's") or Fitch, Inc. ("Fitch") rating. This treatment of split-rated securities may differ from that used for other purposes, such as for Fund investment policies. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
 - (4) As of, or subsequent to, the end of the reporting period this security is non-income producing. Non-income producing, in the case of a fixed-income security, generally denotes that the issuer has (1) defaulted on the payment of principal or interest, (2) is under the protection of the Federal Bankruptcy Court or (3) the Fund's Adviser has concluded that the issue is not likely to meet its future interest payment obligations and has ceased accruing additional income on the Fund's records.
 - (5) Backed by an escrow or trust containing sufficient U.S. Government or U.S. Government agency securities, which ensure the timely payment of principal and interest. Certain bonds backed by U.S. Government or agency securities are regarded as having an implied rating equal to the rating of such securities.
 - (6) Variable Rate MuniFund Term Preferred Shares, at Liquidation Preference as a percentage of Total Investment is 32.7%.
 - (IF) Inverse floating rate investment.
 - (UB) Underlying bond of an inverse floating rate trust reflected as a financing transaction.
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Item 2. Controls and Procedures.

- a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: See EX-99 CERT attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Georgia Dividend Advantage Municipal Fund 2

By (Signature and Title) /s/ Gifford R. Zimmerman
Gifford R. Zimmerman
Vice President and Secretary

Date: October 28, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Cedric H. Antosiewicz
Cedric H. Antosiewicz
Chief Administrative Officer (principal executive officer)

Date: October 28, 2016

By (Signature and Title) /s/ Stephen D. Foy
Stephen D. Foy
Vice President and Controller (principal financial officer)

Date: October 28, 2016