

Orion Group Holdings Inc
Form 8-K
December 20, 2018

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): December 14, 2018

ORION GROUP HOLDINGS, INC.
(Exact name of Registrant as specified in its charter)

Delaware 1-33891 26-0097459
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

12000 Aerospace Suite 300
Houston, Texas 77034
(Address of principal executive offices)

(713) 852-6500
(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))
- Indicate by check mark whether the registrant is an emerging growth company as defined in 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. ☐

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 18, 2018, Orion Group Holdings, Inc. announced the retirement, effective December 31, 2018, of Gene G. Stoever as a board member, and, effective January 1, 2019, the expansion of its Board of Directors from six (6) to seven (7) members and the appointment of Mary E. Sullivan and Michael J. Caliel as new members of the Board. In addition, as a result of Mr. Stoever's retirement and, as preceded by Richard L. Daerr, Jr. stepping down as a member of both the Audit and Nominating and Governance Committees of the Board, Ms. Sullivan was appointed Chairman of the Audit Committee and member of the Nominating and Governance Committee, and Mr. Caliel was appointed a member of both the Audit and Compensation Committees. For additional details, please refer to the attached press release.

Item 8.01 Other Events

A copy of the press release announcing the appointments and retirement described in Item 5.02 is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

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

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.

Orion Group Holdings, Inc.

Dated: December 20, 2018 By: /s/ Mark R. Stauffer

President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release of Orion Group Holdings, Inc announcing Board of Director changes.