

Kneen Quintin
 Form 5
 March 27, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
Kneen Quintin

2. Issuer Name and Ticker or Trading Symbol
GULFMARK OFFSHORE INC [GLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President & CEO

842 W. SAM HOUSTON PARKWAY N., STE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77024

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Class A Common Stock, \$0.01 par value	10/06/2017	^	F(2)	40,214 D \$ 0.183	0	D	^
Class A Common Stock,	11/14/2017	^	J(1)(3)	248,898 D \$ (3)	0	D	^

Edgar Filing: Kneen Quintin - Form 5

\$0.01 par value

Common Stock, \$0.01 par value

11/14/2017 Â J⁽¹⁾⁽³⁾ 675 A \$ ⁽³⁾ 0 D Â

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 2270 (9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Warrants (rights to buy)	\$ 100	11/14/2017	Â	J ⁽¹⁾⁽³⁾	7,296	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock
Warrants (rights to buy)	\$ 100	11/14/2017	Â	J ⁽⁴⁾	6,949	Â	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock
Phantom Stock	Â	01/13/2017	Â	A	3,677.88	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	01/31/2017	Â	A	2,812.5	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	02/15/2017	Â	A	3,415.18	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	02/28/2017	Â	A	3,415.18	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	03/15/2017	Â	A	11,953.13	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	03/31/2017	Â	A	13,660.71	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock

Edgar Filing: Kneen Quintin - Form 5

Phantom Stock	Â	04/11/2017	Â	J ⁽⁶⁾	Â	102.82	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock
Phantom Stock	Â	04/12/2017	Â	A	Â	19,022.18	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	04/28/2017	Â	A	Â	14,941.41	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	05/31/2017	Â	A	Â	23,906.25	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	06/15/2017	Â	A	Â	21,732.95	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	07/14/2017	Â	A	Â	26,562.5	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	10/13/2017	Â	A	Â	26,562.5	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock
Phantom Stock	Â	11/14/2017	Â	J ⁽⁴⁾	Â	237,032	Â	Â ⁽⁴⁾	Â ⁽⁴⁾	Class A Common Stock
Phantom Stock	Â	11/14/2017	Â	J ⁽⁴⁾	Â	643	Â	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kneen Quintin 842 W. SAM HOUSTON PARKWAY N. STE 400 HOUSTON, TX 77024	Â	Â	Â President & CEO	Â

Signatures

/s/ Quintin Kneen 03/27/2018

**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).

(1) Effective November 14, 2017 (the "Effective Date"), the Issuer emerged from bankruptcy pursuant to a Chapter 11 Plan (the "Plan").

Transaction was a withholding and sale by the Issuer of a portion of vested restricted Class A Common Stock, \$0.01 par value per share, of the Issuer outstanding immediately prior to the Effective Date ("Predecessor Common Stock"), to satisfy the reporting person's tax obligations upon the immediate vesting of such shares in anticipation of the Issuer's emergence from bankruptcy.

(2) On the Effective Date, all Predecessor Common Stock was canceled and each holder of such Predecessor Common Stock, including the reporting person, received his pro rata share of (a) new shares of the Issuer's common stock ("Shares"), representing in the aggregate 0.75% of the Shares, or as applicable, certain warrants (the "Reorganized GulfMark Equity"), subject to dilution by the Reorganized GulfMark Equity issued or issuable under the Issuer's management incentive plan (the "MIP") and upon exercise of the New Existing Equity Warrants (as defined below), and (b) warrants for 7.5% of the equity in the reorganized Issuer subject to dilution by the Reorganized GulfMark Equity issued or issuable under the MIP, with an exercise price based on an equity value of \$1 billion (the "New Existing Equity Warrants"). Accordingly, the reporting person's 248,898 shares of Predecessor Common Stock were canceled and he received 675 Shares and New Existing Equity Warrants to purchase 7,296 Shares.

(3) On the Effective Date and pursuant to the Plan, the reporting person's 237,032 shares of Predecessor Common Stock underlying the Phantom Stock units held in a "Rabbi" trust to hold the stock portion of the reporting person's benefits under the Issuer's Executive Nonqualified Excess Plan (the "Excess Plan") were cancelled in exchange for 643 Phantom Stock units and 6,949 New Existing Equity Warrants

(4) Phantom Stock units credited under the Excess Plan. Participants are always 100% vested in their contributions to the Excess Plan. Employer contributions vest according to the provisions of the Excess Plan, which is generally based on years of service (20% per year of credited service); participant is 100% vested after 5 years of credited service.

(5) On March 31, 2017, 13,660.71 Phantom Stock units were credited to the reporting person under the Excess Plan. However, it was later determined that 102.82 units of those Phantom Stock units previously credited were incorrectly credited to the reporting person's account due to a payroll error. Accordingly, on April 11, 2017, 102.82 Phantom Stock units were deducted from the reporting person's account.

(6) Note: File three copies of this Form, one of which must be manually signed. If space provided 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.