

GULFMARK OFFSHORE INC
 Form 3
 November 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Â MARTIN WILLIAM C
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 11/19/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O RAGING CAPITAL
 MANAGEMENT, LLC, Â TEN
 PRINCETON AVENUE, PO
 BOX 228
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

ROCKY HILL, Â NJ Â 08553
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, \$.01 par value ⁽¹⁾	1,582,849	I ⁽²⁾	By Raging Capital Offshore Fund, Ltd.
Class A Common Stock, \$.01 par value ⁽¹⁾	3,530,306	I ⁽³⁾	By Raging Capital Fund (QP), LP

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN WILLIAM C C/O RAGING CAPITAL MANAGEMENT, LLC TEN PRINCETON AVENUE, PO BOX 228 ROCKY HILL, NJ 08553	^	^ X	^	^
Raging Capital Offshore Fund, Ltd. C/O RAGING CAPITAL MANAGEMENT, LLC 10 PRINCETON AVENUE ROCKY HILL, NJ 08553	^	^ X	^	^
Raging Capital Fund (QP), LP TEN PRINCETON AVENUE PO BOX 228 ROCKY HILL, NJ 08853	^	^ X	^	^
Raging Capital Management, LLC TEN PRINCETON AVENUE PO BOX 228 ROCKY HILL, NJ 08553	^	^ X	^	^

Signatures

By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin	11/25/2015
**Signature of Reporting Person	Date
By: Raging Capital Offshore Fund, Ltd., By: Raging Capital Management, LLC, Investment Manager, By: /s/ Frederick C. Wasch, Chief Financial Officer	11/25/2015
**Signature of Reporting Person	Date
By: Raging Capital Fund (QP), LP, By: Raging Capital Management, LLC, Investment Manager, By: /s/ Frederick C. Wasch, Chief Financial Officer	11/25/2015
**Signature of Reporting Person	Date
By: Raging Capital Management, LLC, By: /s/ Frederick C. Wasch, Chief Financial Officer	11/25/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 is filed jointly by Raging Capital Offshore Fund, Ltd. ("Raging Capital Offshore Fund"), Raging Capital Fund (QP), LP ("Raging Capital Fund QP"), Raging Capital Management, LLC ("Raging Capital") and William C. Martin (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

(1) Represents securities owned directly by Raging Capital Offshore Fund. As the Investment Manager of Raging Capital Offshore Fund, Raging Capital may be deemed to beneficially own the securities owned directly by Raging Capital Offshore Fund. As the Managing Member of Raging Capital, Mr. Martin may be deemed to beneficially own the securities owned directly by Raging Capital Offshore Fund.

(2) Represents securities owned directly by Raging Capital Fund QP. As the Investment Manager of Raging Capital Fund QP, Raging Capital may be deemed to beneficially own the securities owned directly by Raging Capital Fund QP. As the Managing Member of Raging Capital, Mr. Martin may be deemed to beneficially own the securities owned directly by Raging Capital Fund QP.

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Remarks:

Exhibit 24- Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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