

GULFMARK OFFSHORE INC  
Form 4  
January 04, 2016

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARTIN WILLIAM C

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. Date of Earliest Transaction (Month/Day/Year)  
12/30/2015

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

C/O RAGING CAPITAL MANAGEMENT, LLC, TEN PRINCETON AVENUE, PO BOX 228

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ROCKY HILL, NJ 08553

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock, \$.01 par value <sup>(1)</sup>	12/30/2015		P		20,000	A	\$ 4.8385
Class A Common Stock, \$.01 par					1,582,849	I <sup>(2)</sup>	
							By Raging Capital Offshore

value <sup>(1)</sup>								Fund, Ltd.
Class A								By
Common								Raging
Stock,					3,530,306	I <sup>(3)</sup>		Capital
\$.01 par								Fund
value <sup>(1)</sup>								(QP), LP

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## 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	X		
Raging Capital Offshore Fund, Ltd. C/O OGIER FIDUCIARY SERVICES (CAYMAN) LIMITED 89 NEXUS WAY CAMANA BAY, CAYMAN ISLANDS KY 1-9007			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 08553-0228

X

## Signatures

By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin	01/04/2016
__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	01/04/2016
__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	01/04/2016
__Signature of Reporting Person	Date
By: Raging Capital Management, LLC, By: /s/ Frederick C. Wasch, Chief Financial Officer	01/04/2016
__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).  
 This Form 4 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.
- (3) 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.

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.