

MARTIN WILLIAM C  
Form 4  
November 19, 2018

**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)  
11/15/2018

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 Indirect Ownership (Instr. 4)
Common Stock, \$0.01 par value <sup>(1)</sup>	11/15/2018		U	5,533 <sup>(2)</sup>	D <sup>(5)</sup> 0	I	By Raging Offshore
Common Stock, \$0.01 par value <sup>(1)</sup>	11/15/2018		U	2,193,981 <sup>(3)</sup>	D <sup>(6)</sup> 0	I	By RC GLF
	11/15/2018		U	54	D <sup>(7)</sup> 0	D	

Common  
Stock,  
\$0.01 par  
value <sup>(1)</sup>

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

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(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. Amount or Number of Shares
Warrants (right to buy) <sup>(1)</sup>	\$ 100	11/15/2018		U	59,811 <sup>(2)</sup>	11/14/2017 <sup>(8)</sup>	Common Stock, \$0.01 par value	59,811 <sup>(2)</sup>
Warrants (right to buy) <sup>(1)</sup>	\$ 100	11/15/2018		U	90,089 <sup>(4)</sup>	11/14/2017 <sup>(9)</sup>	Common Stock, \$0.01 par value	90,089 <sup>(4)</sup>
Warrants (right to buy) <sup>(1)</sup>	\$ 100	11/15/2018		U	586	11/14/2017 <sup>(10)</sup>	Common Stock, \$0.01 par value	586

## 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		
	X	X		

Raging Capital Management, LLC  
 TEN PRINCETON AVENUE  
 PO BOX 228  
 ROCKY HILL, NJ 08553-0228

## Signatures

By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin 11/19/2018  
\_\_Signature of Reporting Person Date

By: Raging Capital Management, LLC, By: /s/ Frederick C. Wasch, Chief Financial Officer 11/19/2018  
\_\_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).

This Form 4 is filed jointly by Raging Capital Management, LLC ("Raging Capital") and William C. Martin (collectively, the "Reporting Persons"). Mr. Martin is the Chairman, Chief Investment Officer and Managing Member of Raging Capital. Each of the Reporting Persons may have been deemed to be a member of a Section 13(d) group that collectively owned more than 10% of the

(1) Issuer's outstanding shares of common stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. Kenneth H. Traub, a Managing Partner at Raging Capital, was a director of the Issuer. Accordingly, each of Raging Capital and Mr. Martin may have been deemed to be a director by deputization of the Issuer.

(2) Held directly by Raging Capital Offshore Fund, Ltd. ("Raging Offshore"). Raging Offshore has delegated to Raging Capital sole investment authority with respect to the securities held by Raging Offshore pursuant to an Investment Management Agreement, dated November 9, 2012 (the "IMA"). The IMA may be terminated by any party thereto effective at the close of business on the last day of any fiscal quarter by giving the other party not less than sixty-one days' written notice. As a result, each of Raging Capital and Mr. Martin may be deemed to beneficially own the securities held by Raging Offshore. Raging Offshore specifically disclaims beneficial ownership of the securities held by it by virtue of its inability to vote or dispose of such securities as a result of the IMA.

(3) Held directly by RC GLF 1, LP ("RC GLF"). RC GLF has delegated to Raging Capital sole investment authority with respect to the securities held by RC GLF pursuant to its Limited Partnership Agreement, dated July 17, 2017 (the "LPA"), which authority may not be terminated by RC GLF upon less than sixty-one days' written notice to Raging Capital. As a result, each of Raging Capital and Mr. Martin may be deemed to beneficially own the securities held by RC GLF. RC GLF specifically disclaims beneficial ownership of the securities held by it by virtue of its inability to vote or dispose of such securities as a result of the LPA.

(4) Held directly by Raging Capital Fund (QP), LP ("Raging QP"). Raging QP has delegated to Raging Capital sole investment authority with respect to the securities held by Raging QP pursuant to the IMA. The IMA may be terminated by any party thereto effective at the close of business on the last day of any fiscal quarter by giving the other party not less than sixty-one days' written notice. As a result, each of Raging Capital and Mr. Martin may be deemed to beneficially own the securities held by Raging QP. Raging QP specifically disclaims beneficial ownership of the securities held by it by virtue of its inability to vote or dispose of such securities as a result of the IMA.

(5) Disposed of pursuant to the closing of the transactions contemplated by the Agreement and Plan of Merger between the Issuer and Tidewater Inc. ("Tidewater"), dated July 15, 2018 (the "Merger"), in exchange for 6,086 shares of common stock of Tidewater and cash in lieu of a fraction of one share of Tidewater.

(6) Disposed of pursuant to the Merger in exchange for 2,413,379 shares of common stock of Tidewater and cash in lieu of a fraction of one share of Tidewater.

(7) Disposed of pursuant to the Merger in exchange for 59 shares of common stock of Tidewater and cash in lieu of a fraction of one share of Tidewater.

(8) Warrants were assumed by Tidewater pursuant to the Merger and automatically converted into the right to receive 65,792 shares of common stock of Tidewater upon payment to Tidewater of the exercise price (\$100 per share), subject to the other terms and conditions of the Issuer warrant agreement, and the right to receive cash in lieu of a fraction of one share of Tidewater.

(9) Warrants were assumed by Tidewater pursuant to the Merger and automatically converted into the right to receive 99,097 shares of common stock of Tidewater upon payment to Tidewater of the exercise price (\$100 per share), subject to the other terms and conditions

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of the Issuer warrant agreement, and the right to receive cash in lieu of a fraction of one share of Tidewater.

Warrants were assumed by Tidewater pursuant to the Merger and automatically converted into the right to receive 644 shares of  
**(10)** common stock of Tidewater upon payment to Tidewater of the exercise price (\$100 per share), subject to the other terms and conditions of the Issuer warrant agreement, and the right to receive cash in lieu of a fraction of one share of Tidewater.

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.