

GULFMARK OFFSHORE INC
Form 15-12B
February 26, 2010

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1933.**

Commission File Number 001-33607

GULFMARK OFFSHORE, INC.¹

(Exact name of registrant as specified in its charter)

10111 Richmond Avenue, Suite 340,

Houston, Texas 77042

(713) 963-9522

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common stock, par value \$0.01 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of the 1934, GulfMark Offshore, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 26, 2010

By: /s/ Quintin V. Kneen

Name: Quintin V. Kneen

Title: Executive Vice President & Chief
Financial Officer

¹ On February 24, 2010, pursuant to the Agreement and Plan of Reorganization, dated as of October 14, 2009 (the Reorganization Agreement),

between
GulfMark
Offshore, Inc., a
Delaware
corporation (Old
GulfMark), and
New GulfMark
Offshore, Inc., a
Delaware
corporation (the
Registrant), Old
GulfMark
merged with and
into the
Registrant (the
Reorganization),
with the
Registrant
surviving the
Reorganization.
At the effective
time of the
Reorganization
(the Effective
Time), the
Registrant
changed its name
from New
GulfMark
Offshore, Inc. to
GulfMark
Offshore, Inc. At
the Effective
Time and
pursuant to the
Reorganization
Agreement, each
outstanding and
treasury share of
the common
stock, par value
\$0.01 per share,
of Old GulfMark
(the Old
GulfMark
common stock)
automatically
converted into
one share of
Class A common
stock, par value

\$0.01 per share, of the Registrant (the Registrant Class A common stock). Pursuant to this Form 15, the Registrant, as the successor entity to Old GulfMark, is terminating the registration of the Old GulfMark common stock. The Registrant Class A common Stock, including the Registrant s duties to file reports with respect thereto, is not affected by this Form 15.