

CAL DIVE INTERNATIONAL INC

Form 8-K

May 09, 2005



**Item 1.01 Entry into a Material Definitive Agreement.**

As previously reported, on May 2, 2005, the Company entered into that certain Amended and Restated Asset Purchase Agreement ( Amended and Restated Agreement ) with Torch Offshore, Inc. and its wholly-owned subsidiaries, Torch Offshore, L.L.C. and Torch Express, L.L.C., (collectively, Torch ) for the acquisition of five shelf vessels and a deepwater pipelay vessel, the *Midnight Express*, for a total of \$80.0 million. On May 5, 2005, the Company and Torch entered into a letter agreement ( Letter Agreement ) amending the Amended and Restated Agreement.

Attached hereto and incorporated by reference is a copy of the Letter Agreement as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) *Exhibits*

Number	Description
10.1	Letter Agreement by and between Cal Dive International, Inc., as Buyer, and Torch Offshore, Inc., Torch Offshore, L.L.C., and Torch Express, L.L.C., as Sellers, dated May 5, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 6, 2005

CAL DIVE INTERNATIONAL, INC.

By:                   /s/ A. WADE PURSELL  
                          A. Wade Pursell  
                          Senior Vice President and Chief Financial  
                          Officer

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**Index to Exhibits**

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