

HELIX ENERGY SOLUTIONS GROUP INC

Form 8-K

November 01, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report** (Date of earliest event reported): **October 31, 2006**

**Helix Energy Solutions Group, Inc.**

(Exact name of registrant as specified in its charter)

<b>Minnesota</b> (State or other jurisdiction of incorporation)	<b>001-32936</b> (Commission File Number)	<b>95-3409686</b> (IRS Employer Identification No.)
<b>400 N. Sam Houston Parkway E., Suite 400 Houston, Texas</b> (Address of principal executive offices)	<b>281-618-0400</b> (Registrant's telephone number, including area code)	<b>77060</b> (Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

Attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated by reference herein are the press release and Third Quarter 2006 Earnings Conference Call Presentation issued by the Registrant on October 31, 2006 regarding earnings for the third quarter of 2006. This information is not deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

**Item 9.01 Financial Statements and Exhibits.**

(c) *Exhibits.*

<b>Number</b>	<b>Description</b>
99.1	Press Release of Helix Energy Solutions Group, Inc. dated October 31, 2006, reporting financial results for the third quarter of 2006.
99.2	Third Quarter 2006 Earnings Conference Call Presentation.

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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: October 31, 2006

HELIX ENERGY SOLUTIONS GROUP,  
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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