

CAL DIVE INTERNATIONAL INC

Form 8-K

March 22, 2005

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**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): March 22, 2005

Cal Dive International, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction
of incorporation)

000-22739

(Commission File Number)

95-3409686

(IRS Employer Identification No.)

**400 N. Sam Houston Parkway E.,
Suite 400**

Houston, Texas

(Address of principal executive
offices)

281-618-0400

Registrant's telephone number,
including area code)

77060

(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 7.01. Regulation FD Disclosure

On March 22, 2005, Cal Dive International, Inc. issued a press release entitled "Cal Dive International, Inc. Announces Proposed Offering of Convertible Senior Notes". A copy of that press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

| Number | Description |
|--------|---|
| 99.1 | Press Release of Cal Dive International, Inc. dated March 22, 2005. |

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Cal Dive International, Inc.

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 thereunto duly authorized.

Cal Dive International, Inc.

Date: March 22, 2005

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

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| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release of Cal Dive International, Inc. dated March 22, 2005. |