

CAL DIVE INTERNATIONAL INC

Form 8-K

March 01, 2006

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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): February 27, 2006**  
**Cal Dive International, Inc.**  
(Exact name of registrant as specified in its charter)

<b>Minnesota</b> (State or other jurisdiction of incorporation)	<b>0-22739</b> (Commission File Number)	<b>95-3409686</b> (IRS Employer Identification No.)
<b>400 N. Sam Houston Parkway E</b> <b>Suite 400</b> <b>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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 27, 2006, Cal Dive International, Inc., a Minnesota corporation (the Company), filed articles of merger merging Helix Energy Solutions, Inc., a Minnesota corporation and wholly owned subsidiary of the Company, with and into the Company effective as of March 6, 2006. The Company shall be the survivor of the merger and, as permitted under Minnesota law, upon the effectiveness of the merger, the name of the Company shall be changed to Helix Energy Solutions Group, Inc.

A copy of the 2005 Amended and Restated Articles of Incorporation, as amended effective as of March 6, 2006, are attached hereto as Exhibit 3.1.

**Item 7.01 Regulation FD Disclosure**

Attached as Exhibit 99.1 and incorporated by reference herein is the press release issued by Cal Dive International, Inc. on February 27, 2006 announcing the change in the Company's name from Cal Dive International, Inc. to Helix Energy Solutions Group, Inc.. The information provided in response to this Item 7.01 and Exhibit 99.1 attached hereto are not deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 and are not incorporated by reference into any Securities Act registration statements.

**Item 9.01 Financial Statements and Exhibits.**

(c) *Exhibits*

Number Description

3.1 2005 Amended and Restated Articles of Incorporation, as amended effective as of March 6, 2006.

99.1 Press Release of Cal Dive International, Inc. dated February 27, 2006.

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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: February 28, 2006

CAL DIVE INTERNATIONAL, INC.

By: /s/ A. WADE PURSELL

A. Wade Pursell  
Senior Vice President and Chief Financial Officer

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