

CAL DIVE INTERNATIONAL INC

Form 8-K

May 09, 2005

**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): **May 5, 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) | 77060 (Zip Code) |
|----------------------------------------------------------------------------------------------------------------------|----------------------------|

281-618-0400
(Registrant's telephone
number, including area 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))

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. |

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

Index to Exhibits

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