

Orion Marine Group Inc
Form 8-K
May 01, 2009

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 1, 2009

ORION MARINE GROUP, INC.
(Exact name of Registrant as specified in its charter)

| | | |
|---------------------------------------------------|-----------------------------|-----------------------------------------|
| Delaware | 333-145588 | 26-0097459 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

12550 Fuqua St.
Houston, Texas 77034
(Address of principal executive offices)

(713) 852-6500
(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:

- 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

In March 2009, after due deliberation, the Board of Directors of Orion Marine Group, Inc. (the "Company") authorized management to pursue the transfer of the listing of the Company's common stock from the Nasdaq Stock Market LLC ("NASDAQ") to the New York Stock Exchange ("NYSE"), and the Company has filed an application to list its common stock on the NYSE. The Company anticipates that its common stock will begin trading on the NYSE on May 14, 2009, and that the withdrawal of the Company's listing on NASDAQ will become effective on the same date.

Item 8.01 Other Events

On May 1, 2009, the Company issued a press release announcing its plans to list its common shares on the NYSE . A copy of its press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed "filed" for the purposes of Section 18 under the Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Securities Exchange Act except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

Exhibits

| Exhibit No. | Description |
|-------------|---------------------------------------------------|
| <u>99.1</u> | Press Release issued May 1, 2009 (filed herewith) |

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.

ORION MARINE GROUP, INC.

Date May 1, 2009 By: /s/ Mark R. Stauffer
Name Mark R. Stauffer
Title Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|----------------------------------|
| <u>99.1</u> | Press Release issued May 1, 2009 |