

Great Lakes Dredge & Dock CORP  
Form 10-K/A  
September 24, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K/A**  
**(Amendment No. 2)**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2014**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_ to \_\_\_\_**

**Commission file number: 001-33225**

**Great Lakes Dredge & Dock Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**20-5336063**  
**(I.R.S. Employer**  
**Identification No.)**

**2122 York Road, Oak Brook, IL**  
**(Address of principal executive offices)**

**60523**  
**(Zip Code)**

**(630) 574-3000**

**(Registrant's telephone number, including area code)**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of Class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, (Par Value \$0.0001)</b>	<b>Nasdaq Stock Market, LLC</b>

**Securities registered pursuant to section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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The aggregate market value of voting stock held by non-affiliates of the Registrant was \$425,660,035 at June 30, 2014. The aggregate market value was computed using the closing price of the common stock as of that date on the Nasdaq Stock Market. (For purposes of a calculating this amount only, all directors and executive officers of the registrant have been treated as affiliates.)

As of February 27, 2015, 60,236,620 shares of Registrant's Common Stock, par value \$.0001 per share, were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

**Part of 10-K**  
Part III

**Documents Incorporated by Reference**  
Portions of the Proxy Statement filed with  
the Securities and Exchange Commission in connection  
with the 2015 Annual Meeting of Stockholders.

**GREAT LAKES DREDGE & DOCK CORPORATION FORM 10-K/A**

**EXPLANATORY NOTE**

Great Lakes Dredge & Dock Corporation ( Great Lakes ) is filing this Amendment No. 2 (this Amendment No. 2 ) on Form 10-K/A to its Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which was originally filed on March 6, 2015 (the Original 10-K Filing ) and amended by Amendment No. 1 to the Original 10-K Filing, which was filed on March 27, 2015, for the sole purpose of filing a revised redacted version of Exhibit 10.30 and resubmitting Exhibits 10.31 and 10.45 (in the form originally filed), reflecting a change to Great Lakes confidential treatment request with respect to a portion of Exhibit 10.30. Accordingly, Exhibit 10.30 to this Amendment No. 2 supersedes and replaces in its entirety Exhibit 10.30 to the Original 10-K Filing.

Additionally, as required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, new certifications by Great Lakes principal executive officer and principal financial officer required in accordance with Rule 13a-14(a) are being filed as exhibits to this Amendment No. 2.

Except as described in this Explanatory Note, no other portions of the Original 10-K Filing, as amended, are being supplemented or amended by this Amendment No. 2. In addition, this Amendment No. 2 has not been updated for events or information subsequent to the date of filing of the Original 10-K Filing, as amended, except in connection with the foregoing. Accordingly, this Amendment No. 2 should be read in conjunction with our other filings with the SEC subsequent to the filing of the Original 10-K Filing, as amended.

**Item 15. Exhibits, Financial Statement Schedules**

**(a) Documents filed as part of this report**

**3. Exhibits**

The exhibits required to be filed by Item 601 of Regulation S-K are listed in the Exhibit Index which is attached hereto and incorporated by reference herein.

**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.

Great Lakes Dredge & Dock Corporation

(registrant)

By: /s/ Jonathan W. Berger  
Jonathan W. Berger

Chief Executive Officer and Director

(Principal Executive Officer)

Date: September 24, 2015

**I. EXHIBIT INDEX**

<b>Number</b>	<b>Document Description</b>
10.30	Share Purchase Agreement, dated November 4, 2014, among Great Lakes Environmental and Infrastructure Solutions, LLC and Magnus Pacific Corporation.#*
10.31	Promissory Note, dated November 4, 2014, made and delivered by Great Lakes Dredge & Dock Company in favor of prior Holders of Magnus Pacific Corporation shares.#*
10.45	Loan Agreement, dated as of November 4, 2014, by and among Great Lakes Dredge & Dock Corporation, as Borrower, the Lenders from time to time party thereto and Bank of America, N.A. as Administrative Agent.#*
31.5	Certification Pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.6	Certification Pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

\* Filed herewith

# Pursuant to a request for confidential treatment, portions of this exhibit have been redacted from the publicly filed document and have been furnished separately to the SEC.