

Tabb Robert L  
Form 3  
April 05, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Tabb Robert L                           |         | (Month/Day/Year)                     | Orion Group Holdings Inc [ORN]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/28/2019   |  |
| 12000 AEROSPACE AVENUE,Â SUITE 300        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| HOUSTON,Â TXÂ 77034                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | VP and Chief Financial Officer   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,405 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock                    | 2,116 <sup>(2)</sup>                                  | D  | Â   |
| Common Stock                    | 3,351 <sup>(3)</sup>                                  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

Edgar Filing: Tabb Robert L - Form 3

|                      | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|----------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Common stock options | Â (4)            | 05/19/2026      | Common stock                            | 4,158                      | \$ 4.94                                  | D  | Â          |
| Common stock options | Â (5)            | 05/25/2027      | Common stock                            | 6,261                      | \$ 7.22                                  | D  | Â          |
| Common stock options | Â (6)            | 05/24/2028      | Common stock                            | 8,993                      | \$ 7.46                                  | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Tabb Robert L<br>12000 AEROSPACE AVENUE<br>SUITE 300<br>HOUSTON, TX 77034 | Â             | Â         | Â VP and Chief Financial Officer | Â     |

## Signatures

Robert L. Tabb                      04/05/2019  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This grant of restricted stock vests cumulatively at a rate of 1/3 upon the first anniversary of the stock grant (May 19, 2017) and 1/36 per month thereafter such that all shares are vested on the third anniversary of the stock grant.
- (2) This grant of restricted stock vests cumulatively at a rate of 1/3 upon the first anniversary of the stock grant (May 25, 2018) and 1/36 per month thereafter such that all shares are vested on the third anniversary of the stock grant.
- (3) This grant of restricted stock vests cumulatively at a rate of 1/3 upon the first anniversary of the stock grant (May 24, 2019) and 1/36 per month thereafter such that all shares are vested on the third anniversary of the stock grant.
- (4) The stock option grant is exercisable cumulatively at a rate of 1/3 upon the first anniversary of the stock option grant (May 19, 2017) and 1/36 per month thereafter such that all option shares are exercisable on the third anniversary of the stock option grant.
- (5) The stock option grant is exercisable cumulatively at a rate of 1/3 upon the first anniversary of the stock option grant (May 25, 2018) and 1/36 per month thereafter such that all option shares are exercisable on the third anniversary of the stock option grant.
- (6) The stock option grant is exercisable cumulatively at a rate of 1/3 upon the first anniversary of the stock option grant (May 24, 2019) and 1/36 per month thereafter such that all option shares are exercisable on the third anniversary of the stock option grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.