

OCEANEERING INTERNATIONAL INC  
Form 8-K  
April 04, 2016  
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): April 2, 2016

OCEANEERING INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

|                                                               |                                        |                                                    |
|---------------------------------------------------------------|----------------------------------------|----------------------------------------------------|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-10945<br>(Commission<br>File Number) | 95-2628227<br>(IRS Employer<br>Identification No.) |
|---------------------------------------------------------------|----------------------------------------|----------------------------------------------------|

|                                                                         |                     |
|-------------------------------------------------------------------------|---------------------|
| 11911 FM 529<br>Houston, TX<br>(Address of principal executive offices) | 77041<br>(Zip Code) |
|-------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (713) 329-4500

N/A  
(Former name or former address, if changed since last report)

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     Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02     Compensatory Arrangements of Certain Officers.

Departure of Director

On April 2, 2016, Harris J. Pappas, a member of the Board of Directors (the "Board") of Oceaneering International, Inc. ("Oceaneering") gave notice to Oceaneering that he would not stand for re-election and that he was retiring and resigning as a member of the Board effective upon the election of directors at Oceaneering's 2016 annual meeting of shareholders.

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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.

OCEANEERING INTERNATIONAL, INC.

Date: April 4, 2016

By:

/S/ DAVID K. LAWRENCE

David K. Lawrence

Senior Vice President, General Counsel  
and Secretary