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CAL DIVE INTERNATIONAL INC

Form 8-K

May 22, 2002

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 21, 2002

CAL DIVE INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in Charter)

MINNESOTA
(State of
Incorporation)

0-22739
(Commission
File No.)

95-3409686
(I.R.S. Employer
Identification No.)

400 N. SAM HOUSTON PARKWAY E.,
SUITE 400
HOUSTON, TEXAS
(Address of Principal Executive Offices)

77060
(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (281) 618-0400

ITEM 5. OTHER EVENTS.

On May 6, 2002, Cal Dive International, Inc., a Minnesota corporation (the "Company"), filed a Registration Statement (No. 333-87620) on Form S-3 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission"). The Registration Statement was declared effective by the Commission at 4:30 p.m., Eastern time, on May 21, 2002.

On May 21, 2002, the Company entered into an Underwriting Agreement (the "Underwriting Agreement") with Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., Raymond James & Associates, Inc. and Simmons & Company International, as representatives of the several underwriters named therein (collectively, the "Underwriters"), for the sale by the Company of 3,444,560 shares of the Company's common stock, no par value ("Common Stock"). In addition, the Company has granted to the Underwriters an option to purchase up to 516,684 additional shares of Common Stock to cover over-allotments.

A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 and is hereby incorporated herein by reference.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

1.1 - Underwriting Agreement dated May 21, 2002 among Cal Dive International, Inc. and Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., Raymond James & Associates, Inc. and Simmons & Company International.

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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.

CAL DIVE INTERNATIONAL, INC.

Dated: May 21, 2002

By: /s/ OWEN KRATZ

Name: Owen Kratz
Title: Chairman and
Chief Executive Officer

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INDEX TO EXHIBITS

Number	Exhibit
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