

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)**

SEACOR HOLDINGS INC.

(Name of Subject Company (Issuer))

SAFARI MERGER SUBSIDIARY, INC.

(Names of Filing Persons (Offeror))
a wholly owned subsidiary of

SAFARI PARENT, INC.

(Names of Filing Persons (Parent of Offeror))

AMERICAN INDUSTRIAL PARTNERS CAPITAL FUND VII, L.P.

AIPCF VII, LLC

(Names of Filing Persons (Other Persons))

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

811904101

(CUSIP Number of Class of Securities)

**c/o American Industrial Partners
Jason Perri
450 Lexington Avenue, 40th Floor
New York, NY, 10017
notices@americanindustrial.com
(212) 916-8171**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

**Daniel S. Evans
Ropes & Gray LLP
1211 Avenue of Americas
New York, NY 10036
(212) 596-9000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$849,496,422.62	\$92,680.06

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated as the sum of (i) 20,372,799 outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of SEACOR Holdings Inc. ("SEACOR") multiplied by \$41.50, and (ii) 1,600,613 Shares issuable pursuant to outstanding "in-the-money" stock options multiplied by an amount equal to \$41.50 minus the exercise price for such options. The calculation of the filing fee is based on information provided by SEACOR as of December 16, 2020.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2021 beginning on October 1, 2020, issued August 26, 2020, by multiplying the transaction value by 0.00010910.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$92,680.06	Filing Party:	Safari Merger Subsidiary, Inc.
Form or Registration No.:	Schedule TO	Date Filed:	December 18, 2020

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 4 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Safari Merger Subsidiary, Inc., a Delaware corporation (“Purchaser”), Safari Parent, Inc., a Delaware corporation (“Parent”), and American Industrial Partners Capital Fund VII, L.P., a Delaware limited partnership (“AIP Fund VII”), with the U.S. Securities and Exchange Commission on December 18, 2020 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser, a wholly owned subsidiary of Parent which is controlled by affiliates of AIP Fund VII, to purchase all outstanding shares of common stock, \$0.01 par value per share (“Shares”), of SEACOR Holdings Inc., a Delaware corporation (“SEACOR”), at a price of \$41.50 per Share, net to the holder in cash, without interest and subject to any withholding of taxes, upon the terms and subject to the conditions described in the Offer to Purchase dated December 18, 2020 (together with any amendments or supplements thereto, the “Offer to Purchase”) and in the accompanying Letter of Transmittal (together with any amendments or supplements thereto and with the Offer to Purchase, the “Offer”), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. This Amendment is being filed on behalf of AIPCF VII, LLC, AIP Fund VII, Parent and Purchaser. Unless otherwise indicated, references to sections in the Schedule TO are references to sections of the Offer to Purchase.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Schedule TO General.

- The information set forth on the cover of the Schedule TO is hereby amended by replacing the first paragraph after “Check the following box if the filing is a final amendment reporting the results of the tender offer” with the following: “This Tender Offer Statement on Schedule TO (this “Schedule TO”) relates to the offer by Safari Merger Subsidiary, Inc., a Delaware corporation (“Purchaser”), a wholly-owned subsidiary of Safari Parent, Inc., a Delaware corporation (“Parent”), which is controlled by affiliates of American Industrial Partners Capital Fund VII, L.P., a Delaware limited partnership (“AIP Fund VII”), whose general partner is AIPCF VII, LLC, a Delaware limited liability company (“AIP Fund VII GP”), to purchase all outstanding shares of common stock, \$0.01 par value per share (“Shares”), of SEACOR Holdings Inc., a Delaware corporation (“SEACOR”), at a price of \$41.50 per Share, net to the holder in cash, without interest and subject to any withholding of taxes, upon the terms and subject to the conditions described in the Offer to Purchase dated December 18, 2020 (together with any amendments or supplements thereto, the “Offer to Purchase”) and in the accompanying Letter of Transmittal (together with any amendments or supplements thereto and with the Offer to Purchase, the “Offer”), which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. This Schedule TO is being filed on behalf of AIP Fund VII GP, AIP Fund VII, Parent and Purchaser. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase. A copy of the Agreement and Plan of Merger, dated as of December 4, 2020, among SEACOR, Parent and Purchaser is attached as Exhibit (d)(1) hereto and incorporated herein by reference with respect to Items 4 through 11 of this Schedule TO.”
- All references to Section 9 – “Certain Information Concerning Parent and Purchaser” are replaced with “Section 9 – “Certain Information Concerning AIP Fund VII GP, AIP Fund VII, Parent and Purchaser””.

Items 1 through 9 and Item 11.

The information set forth in the Offer to Purchase under the sections set forth below and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

- The following is added as the fourth sentence on the cover page of the Offer to Purchase: “The general partner of AIP Fund VII is AIPCF VII, LLC (“AIP Fund VII GP”).”
- The following is added as the second sentence in the first paragraph of the Summary Term Sheet section of the Offer to Purchase: “The general partner of AIP Fund VII is AIPCF VII, LLC (“AIP Fund VII GP”).”
- The following is added as the third sentence in the first paragraph of the Introduction section of the Offer to Purchase: “The general partner of AIP Fund VII is AIPCF VII, LLC (“AIP Fund VII GP”).”

- All references to Section 9 – “Certain Information Concerning Parent and Purchaser” are replaced with “Section 9 – “Certain Information Concerning AIP Fund VII GP, AIP Fund VII, Parent and Purchaser””.

Item 3. Identity and Background of Filing Person.

Item 3 of the Schedule TO is hereby deleted and replaced with the following: “(a)—(c) The filing companies of this Schedule TO are (i) Parent, (ii) Purchaser, (iii) AIP Fund VII and (iv) AIP Fund VII GP. Each of Purchaser’s, Parent’s, AIP Fund VII’s and AIP Fund VII GP’s principal executive office is located at c/o American Industrial Partners, 450 Lexington Avenue, 40th Floor, New York, NY 10017, and the telephone number of each is (212) 627-2360. The information set forth in Section 9—“Certain Information Concerning AIP Fund VII GP, AIP Fund VII, Parent and Purchaser” and Schedule A of the Offer to Purchase is incorporated herein by reference.”

ITEM 12. EXHIBITS.

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No.

- (a)(1)(A) * Offer to Purchase, dated as of December 18, 2020.
- (a)(1)(B) * Form of Letter of Transmittal.
- (a)(1)(C) * Form of Notice of Guaranteed Delivery.
- (a)(1)(D) * Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) * Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) * Form of Summary Advertisement, published December 18, 2020 in *The Wall Street Journal*.
- (a)(5)(A) Joint Press Release dated as of December 7, 2020, issued by SEACOR and Parent on December 7, 2020, incorporated herein by reference to Exhibit 99.1 to SEACOR’s Current Report on Form 8-K as filed with the United States Securities and Exchange Commission on December 7, 2020 (File No. 001 - 12289).
- (d)(1) Agreement and Plan of Merger, dated as of December 4, 2020, among SEACOR, Parent and Purchaser (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by SEACOR with the Securities and Exchange Commission on December 7, 2020).
- (d)(2) Non-Disclosure Agreement, dated as of August 7, 2020 by and between SEACOR and AIP, LLC (incorporated by reference to Exhibit (c)(2) to the Schedule 14D-9 filed by SEACOR with the Securities and Exchange Commission on December 18, 2020).
- (d)(3) * Limited Guarantee, dated as of December 4, 2020, delivered by American Industrial Partners Capital Fund VII, L.P. in favor of SEACOR.
- (d)(4) * Debt Commitment Letter, dated as of December 4, 2020, by and among HPS Investment Partners, LLC, Ally Bank and Parent.
- (d)(5) * Equity Commitment Letter, dated as of December 4, 2020, from American Industrial Partners Capital Fund VII, L.P. to Parent.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed on December 18, 2020 as an exhibit to the Schedule TO.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 12, 2021

SAFARI MERGER SUBSIDIARY, INC.

By: /s/ TONI RINNEVAARA

Name: Toni Rinnevaara
Title: Vice President

SAFARI PARENT, INC.

By: /s/ TONI RINNEVAARA

Name: Toni Rinnevaara
Title: Vice President

**AMERICAN INDUSTRIAL PARTNERS CAPITAL
FUND VII, L.P.**

By: AIPCF VII, LLC, its general partner

By: /s/ STANLEY EDME

Name: Stanley Edme
Title: Managing Member

AIPCF VII, LLC

By: /s/ STANLEY EDME

Name: Stanley Edme
Title: Managing Member