

**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. 5)**

**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. 5 (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”), American Industrial Partners Capital Fund VII, L.P., a Delaware limited partnership (“AIP Fund VII”) and AIPCF VII, LLC, a Delaware limited liability company and the general partner of 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.

#### **Items 1 through 9 and Item 11.**

##### Schedule TO

The following paragraph is added to Items 1, 4 and 11 of the Schedule TO: “On January 22, 2021, Purchaser extended the expiration of the Offer until 9:00 p.m., Eastern Time, on February 4, 2021, unless further extended. The Offer, which was previously scheduled to expire at one minute after 11:59 p.m., Eastern Time, on January 21, 2021, was extended to allow additional time to meet the minimum tender condition that shares actually delivered (excluding shares tendered pursuant to guaranteed delivery procedures) represent at least 66 2/3% of all outstanding Shares. The Depository has indicated that, as of the prior expiration time, a total of approximately 5,804,953 Shares, representing approximately 27.84% of the outstanding Shares, had been validly tendered. The amount tendered includes approximately 69,601 Shares delivered pursuant to guaranteed delivery procedures that had been validly tendered pursuant to the Offer. The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(B) and incorporated herein by reference.”

##### Offer to Purchase

The information set forth in the Offer to Purchase 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 Offer is extended to, and will expire, at 9:00 p.m., Eastern Time, on February 4, 2021. As a result, the Offer to Purchase (Exhibit (a)(1)(A)), Form of Letter of Transmittal (Exhibit (a)(1)(B)), Form of Notice of Guaranteed Delivery (Exhibit (a)(1)(C)), Form of Notice of Guaranteed Delivery (Exhibit (a)(1)(C)), Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(D)), Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(E)) and Form of Summary Advertisement (Exhibit (a)(1)(F)) are hereby amended by replacing all references to “one minute after 11:59 p.m., Eastern Time, January 21, 2021” with “9:00 p.m., Eastern Time, on February 4, 2021”.

#### **ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended by adding the following exhibit:

##### Index No.

(a)(5)(B) Press Release issued by American Industrial Partners on January 22, 2021.

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**Index 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).
- (a)(5)(B) Press Release issued by American Industrial Partners on January 22, 2021.
- (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 (e)(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.

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**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 22, 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

## AMERICAN INDUSTRIAL PARTNERS ANNOUNCES EXTENSION OF SEACOR HOLDINGS INC. TENDER OFFER

New York, NY, January 22, 2021. American Industrial Partners has announced that Safari Merger Subsidiary, Inc. (“Purchaser”), an affiliate of American Industrial Partners, has extended until 9:00 p.m. Eastern Time on Thursday, February 4, 2021 the expiration time for its previously announced cash tender offer to purchase all of the outstanding shares of common stock (the “Shares”) of SEACOR Holdings Inc. (NYSE:CKH) (“SEACOR”) at a price of \$41.50 per share. The tender offer, which was previously scheduled to expire at one minute after 11:59 p.m., Eastern Time, on January 21, 2021, was extended to allow additional time to meet the minimum tender condition that shares actually delivered (excluding shares tendered pursuant to guaranteed delivery procedures) represent at least 66 2/3% of all outstanding Shares.

American Stock Transfer & Trust Company, LLC, the depository for the tender offer, has indicated that, as of the prior expiration time, a total of approximately 5,804,953 Shares, representing approximately 27.84% of the outstanding Shares, had been validly tendered. The amount tendered includes approximately 69,601 Shares delivered pursuant to guaranteed delivery procedures that had been validly tendered pursuant to the Offer. Shareholders who have already tendered their Shares do not have to re-tender their Shares or take any other action as a result of the extension of the tender offer.

The tender offer is being made pursuant to the tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other offer documents) in the Tender Offer Statement on Schedule TO (together with any amendments or supplements thereto, the “Tender Offer Statement”) filed by Purchaser and its affiliates with the United States Securities and Exchange Commission on December 18, 2020, as amended.

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### About American Industrial Partners

American Industrial Partners is an operationally oriented private equity firm that makes control investments in industrial businesses serving domestic and global markets. The firm has deep roots in the industrial economy and has been active in private equity investing since 1989. To date, American Industrial Partners has completed over 100 transactions and currently has more than \$7 billion of assets under management on behalf of leading pension, endowment and financial institutions. For more information on American Industrial Partners, visit [www.americanindustrial.com](http://www.americanindustrial.com).

### Additional Information and Where to Find It

*The tender offer described in this communication commenced on December 18, 2020. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of SEACOR. On December 18, 2020, the bidders filed with the United States Securities and Exchange Commission (the “SEC”) a Tender Offer Statement on Schedule TO, and SEACOR filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. SEACOR’S STOCKHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT BECAUSE THEY CONTAIN IMPORTANT INFORMATION WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. The Tender Offer Statement and the Solicitation/Recommendation Statement are available for free at the SEC’s web site at [www.sec.gov](http://www.sec.gov). Additional copies may be obtained for free by contacting SEACOR. Free copies of these materials and certain other offering documents will be made available by SEACOR upon request by mail to SEACOR Holdings Inc., 2200 Eller Drive, P.O. Box 13038, Fort Lauderdale, FL 33316, attention: Investor Relations, or by phone at 1-954-523-2200, or by directing requests for such materials to the information agent for the offer named in the Tender Offer Statement. Copies of the documents filed with the SEC by SEACOR will be available free of charge under the “Investors” section of*

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*SEACOR's internet website at seacorholdings.com. In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, SEACOR files annual, quarterly and current reports, proxy statements and other information with the SEC. SEACOR's filings with the SEC are also available for free to the public from commercial document-retrieval services and at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).*

**Information Agent Contact**

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