

**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. 19)**

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
Form or Registration No.: Schedule TO

Filing Party: Safari Merger Subsidiary, Inc.
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. 19 (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)(G), 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.

Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented by adding the following language:

“The Offer and withdrawal rights expired, as scheduled, at 5:00 p.m., Eastern Time, on April 14, 2021. The Depository has advised Purchaser that a total of approximately 14,472,289 Shares, representing approximately 70.4% of the outstanding Shares, had been validly tendered pursuant to the Offer. The number of Shares tendered satisfies the Minimum Tender Condition and all conditions to the Offer have been satisfied or waived. Purchaser has accepted for payment all Shares that were validly tendered and not validly withdrawn pursuant to the Offer and will promptly pay for all such Shares in accordance with the terms of the Offer.

As a result of the purchase of Shares in the Offer, Purchaser and Parent had sufficient voting power to approve the Merger without the affirmative vote of any other shareholders of SEACOR pursuant to Section 251(h) of the DGCL. Accordingly, on April 15, 2021, Purchaser and Parent effected a merger in which Purchaser merged with and into SEACOR, with SEACOR surviving the Merger and continuing as a direct wholly-owned subsidiary of Parent. Pursuant to the Merger Agreement, at the Effective Time, each Share outstanding immediately prior to the Effective Time (other than (i) Shares held by SEACOR (or held in the treasury of SEACOR), each of which will be cancelled and retired and cease to exist without consideration or payment, (ii) Shares held by Parent, Purchaser or any other direct or indirect wholly owned subsidiary of Parent, each of which will be canceled and retired and cease to exist without consideration or payment, and (iii) Shares held by stockholders who are entitled to appraisal rights under Section 262 of the DGCL and have properly exercised and perfected their respective demands for appraisal of such Shares in the time and manner provided in Section 262 of the DGCL and, as of the Effective Time of the Merger, have neither effectively withdrawn nor lost their rights to such appraisal and payment under the DGCL) were converted into the right to receive \$41.50 per Share, net to the holder in cash, in each case, without interest, and subject to any withholding of taxes (which is the same amount as the Offer Price). April 15, 2021 was the last day Shares traded through the NYSE.

On April 15, 2021, SEACOR and American Industrial Partners issued a joint press release announcing the expiration and results of the Offer and the completion of the Merger. The joint press release is attached hereto as Exhibit (a)(5)(R) and incorporated herein by reference.”

ITEM 12.EXHIBITS.

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

Index No.

(a)(5)(R) Joint Press Release issued by American Industrial Partners, Purchaser and SEACOR on April 15, 2021.

Index No.

- (a)(1)(A) * Offer to Purchase, dated as of December 18, 2020.
- (a)(1)(B) * Form of Letter of Transmittal.
- (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)(1)(G) ** Amended Form of Letter of Transmittal.
- (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.
- (a)(5)(C) ** Press Release issued by American Industrial Partners on February 5, 2021.
- (a)(5)(D) ** Press Release issued by American Industrial Partners on February 16, 2021.
- (a)(5)(E) ** Press Release issued by American Industrial Partners on February 22, 2021.
- (a)(5)(F) ** Press Release issued by American Industrial Partners on March 1, 2021.
- (a)(5)(G) ** Press Release issued by American Industrial Partners on March 8, 2021.
- (a)(5)(H) ** Press Release issued by American Industrial Partners on March 8, 2021.
- (a)(5)(I) ** Press Release issued by American Industrial Partners on March 15, 2021.
- (a)(5)(J) ** Press Release issued by American Industrial Partners on March 22, 2021.
- (a)(5)(K) ** Press Release issued by American Industrial Partners on March 29, 2021.
- (a)(5)(L) ** Press Release issued by SEACOR on March 25, 2021.
- (a)(5)(M) ** Press Release issued by American Industrial Partners on April 1, 2021.
- (a)(5)(N) ** Press Release issued by American Industrial Partners on April 6, 2021.
- (a)(5)(O) ** Press Release issued by American Industrial Partners on April 7, 2021.
- (a)(5)(P) ** Press Release issued by American Industrial Partners on April 8, 2021.
- (a)(5)(Q) ** Joint Press Release issued by American Industrial Partners, Purchaser and SEACOR on April 12, 2021.
- (a)(5)(R) Joint Press Release issued by American Industrial Partners, Purchaser and SEACOR on April 15, 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.

Index No.

- (d)(6) ** First Amendment to Agreement and Plan of Merger, dated as of April 11, 2021, by and among SEACOR, Parent and Purchaser.
- (d)(7) ** Affirmation of Limited Guarantee, dated as of April 11, 2021, delivered by American Industrial Partners Capital Fund VII, L.P. in favor of SEACOR.
- (d)(8) ** Amended and Restated Debt Commitment Letter, dated as of April 11, 2021, by and among HPS Investment Partners, LLC, Ally Bank and Parent.
- (g) Not applicable.
- (h) Not applicable.

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

** Previously filed on January 22, 2021, February 5, 2021, February 16, 2021, February 22, 2021, March 1, 2021, March 8, 2021, March 15, 2021, March 22, 2021, March 29, 2021, April 1, 2021, April 6, 2021, April 7, 2021, April 8, 2021 or April 12, 2021 as an exhibit to the Schedule TO-T/A filed on such date.

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: April 15, 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

**SEACOR HOLDINGS INC. AND AMERICAN INDUSTRIAL PARTNERS
ANNOUNCE CLOSING OF TENDER OFFER**

New York, NY, April 15, 2021. SEACOR Holdings Inc. (NYSE: CKH) (“SEACOR”) and American Industrial Partners and its affiliate Safari Merger Subsidiary, Inc. (“Purchaser”) announced that Purchaser has successfully completed its tender offer for the outstanding shares of common stock of SEACOR and accepted for payment all shares validly tendered and not withdrawn as of the expiration time of the tender offer. 70.4% of outstanding shares were tendered into the offer. All of the shares tendered have been accepted for payment by Purchaser.

On December 4, 2020, SEACOR and American Industrial Partners announced that SEACOR and an affiliate of American Industrial Partners had entered into a definitive merger agreement. Pursuant to the merger agreement, Purchaser, a corporation controlled by affiliates of American Industrial Partners, commenced a tender offer on December 18, 2020 to acquire all outstanding shares of SEACOR at a price of \$41.50 per share, net to the holder in cash. The tender offer expired at 5:00 p.m., Eastern Time, on April 14, 2021, and American Stock Transfer & Trust Company, LLC, the depository for the tender offer, has indicated that a total of approximately 14,472,289 shares, representing approximately 70.4% of the outstanding shares, had been validly tendered pursuant to the offer.

Pursuant to the terms of the merger agreement, as soon as practicable following the consummation of the tender offer, Purchaser will be merged with and into SEACOR with SEACOR continuing as the surviving corporation. In the merger, each share not previously purchased in the tender offer that is outstanding immediately prior to the effective time (other than shares held by stockholders who properly exercised their appraisal rights under Delaware law) will be converted into the right to receive \$41.50 per share, net to the seller in cash. As a result of the completion of the merger, SEACOR’s common stock will cease trading on The New York Stock Exchange.

Foros is acting as financial advisor to SEACOR. Milbank LLP is acting as legal advisor to SEACOR and Ropes & Gray LLP is acting as legal advisor to American Industrial Partners and Purchaser.

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About SEACOR Holdings

SEACOR Holdings Inc. is a diversified holding company with interests in domestic and international transportation and logistics, crisis and emergency management, and clean fuel and power solutions.

About American Industrial Partners

American Industrial Partners is an operationally oriented private equity firm that invests 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 more than 100 transactions and currently has more than \$8 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.

Information Agent Contact

Michael Madalon
D.F. King & Co., Inc.
212-269-5732 / 917-294-9326
mmadalon@dfking.com

Investor Contact

Innisfree M&A Incorporated
Scott Winter / Jonathan Salzberger
212-750-5833

Media Contact

Stephen Pettibone / Mike DeGraff
Sard Verbinnen & Co.
SEACOR-SVC@sardverb.com