
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9
(Rule 14d-101)
SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)

SEACOR Holdings Inc.
(Name of Subject Company)

SEACOR Holdings Inc.
(Name of Person Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

811904101
(CUSIP Number of Class of Securities)

William C. Long
Chief Legal Officer
SEACOR Holdings Inc.
2200 Eller Drive
Fort Lauderdale, Florida 33316
(954) 523-2200

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:
Scott W. Golenbock
Brett Nadritch
Milbank LLP
55 Hudson Yards
New York, New York 10001-2163
(212) 530-5000

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

This Amendment No. 5 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the "**Schedule 14D-9**") previously filed by SEACOR Holdings Inc., a Delaware corporation (the "**Company**"), on December 18, 2020 with the Securities and Exchange Commission, relating to the tender offer by Safari Merger Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Safari Parent, Inc., a Delaware corporation ("**Parent**"), to purchase all of the outstanding shares of the Company's common stock, par value \$0.01 per share (the "**Shares**" and each, a "**Share**") at a price per Share of \$41.50, net to the holder in cash, without interest and subject to any applicable withholding of tax, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 18, 2020, as it may be amended or supplemented from time to time, and the related Letter of Transmittal, as it may be amended or supplemented from time to time (which, together with the Offer to Purchase, constitutes the "**Offer**"). Any capitalized term used and not otherwise defined herein shall have the meaning ascribed to such term in the Schedule 14D-9.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment No. 5. This Amendment No. 5 is being filed to reflect certain updates as set forth below.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following at the end of Item 8:

Extension of the Offer.

On January 22, 2021, American Industrial Partners announced an extension of the expiration of the Offer until 9:00 p.m., Eastern time, on February 4, 2021, unless further extended. All other terms and conditions of the Offer remain the same. The transaction is subject to the satisfaction of customary closing conditions.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibits hereto:

(a)(1)(G) Press Release, dated January 22, 2021.

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

SEACOR Holdings Inc.

By: /s/ Bruce Weins

Name: Bruce Weins

Title: *Senior Vice President and Chief Financial Officer*

FOR IMMEDIATE RELEASE

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.

* * * * *

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.

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. 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 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.

Information Agent Contact

Michael Madalon

D.F. King & Co., Inc.

212-269-5732 / 917-294-9326

mmadalon@dfking.com

Media Contact

Stephen Pettibone / Mike DeGraff

Sard Verbinnen & Co.

SEACOR-SVC@sardverb.com