

CAL DIVE INTERNATIONAL INC

Form 8-K

March 22, 2005

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**UNITED STATES  
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): March 22, 2005**

**Cal Dive International, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction  
of incorporation)

**000-22739**

(Commission File Number)

**95-3409686**

(IRS Employer Identification No.)

**400 N. Sam Houston Parkway E.,  
Suite 400**

**Houston, Texas**

(Address of principal executive  
offices)

**281-618-0400**

Registrant's telephone number,  
including area code)

**77060**

(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure

On March 22, 2005, Cal Dive International, Inc. issued a press release entitled "Cal Dive International, Inc. Announces Proposed Offering of Convertible Senior Notes". A copy of that press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

| Number | Description   |
|--------|---|
| 99.1   | Press Release of Cal Dive International, Inc. dated March 22, 2005. |

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**Cal Dive International, Inc.**

**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 thereunto duly authorized.

**Cal Dive International, Inc.**

Date: March 22, 2005

By: /s/ A. WADE PURSELL  
A. Wade Pursell  
Senior Vice President and Chief  
Financial Officer

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| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release of Cal Dive International, Inc. dated March 22, 2005. |