SAExploration Holdings, Inc. Form 4

July 05, 2013

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Siegfried David

(Last)

1(b).

(First) (Middle)

3333 8TH STREET SE, 3RD **FLOOR** 

(Street)

2. Issuer Name and Ticker or Trading

Symbol

SAExploration Holdings, Inc.

[SAEX]

3. Date of Earliest Transaction (Month/Day/Year)

06/24/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**OMB APPROVAL** 

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP-Business Dev. See remarks

6. Ownership

Form: Direct

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

CALGARY, A0 T2G 3A4 (City) (State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Following Reported Transaction(s)

Owned

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	(Month/Day/Y	ear)	(Instr. 3 and 4)	
				Code V	/ (A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Share
Exchangeable Shares (1)	<u>(1)</u>	06/24/2013		A	4,185	06/24/2013	(2)	Common Stock	23,851 (3)
Exchangeable Shares (1)	<u>(1)</u>	06/24/2013		A	11,219	06/24/2013	(2)	Common Stock	63,94 (5)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Siegfried David 3333 8TH STREET SE 3RD FLOOR CALGARY, A0 T2G 3A4

EVP-Business Dev. See remarks

## **Signatures**

/s/ David 07/04/2013 Siegfried

\*\*Signature of Date
Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The exchangeable shares were issued by 1623753 Alberta Ltd. ("1623753"), a wholly-owned Canadian subsidiary of SAExploration, Inc., and each exchangeable share was convertible into one share of Former SAE common stock at the option of the holder thereof.
- (2) The exchangeable shares have no expiration date.
- (3) Represents 23,852 shares of Common Stock into which the 4,185 exchangeable shares held by David Siegfried are currently convertible (in lieu of shares of Former SAE common stock) following the Merger.
- (4) The closing price of the Common Stock immediately prior to the Merger was \$9.98 per share.
- (5) Represents 63,941 shares of Common Stock into which the 11,219 exchangeable shares held by Margaret Siegfried, spouse of David Siegfried, are currently convertible (in lieu of shares of Former SAE common stock) following the Merger.

#### **Remarks:**

David Siegfried is Executive Vice President - Business Development of SAExploration, Inc., which became a subsidiary of the Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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