

SAExploration Holdings, Inc.  
 Form 4  
 July 12, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 * Beatty Brian A			2. Issuer Name and Ticker or Trading Symbol SAExploration Holdings, Inc. [SAEX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/24/2013	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) CEO and President / Member of 10% owner group
3333 8TH STREET SE, 3RD FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	CALGARY, A0 T2G 3A4	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/24/2013		A		1,196,846 <u>(1)</u>	A	<u>(2)</u> <u>(1)</u>	I	Through dispositive and voting control of Seismic Management Holdings, Inc. <u>(3)</u> <u>(4)</u>
Common Stock					5,290,254 <u>(5)</u>			I	Through group membership

Common Stock	284,964 <u>(6)</u>	I	<u>(4)</u> <u>(5)</u> Through group membership <u>(4)</u> <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beatty Brian A 3333 8TH STREET SE, 3RD FLOOR CALGARY, A0 T2G 3A4	X		CEO and President	Member of 10% owner group

## Signatures

/s/ Brian A. Beatty  
07/10/2013  
\*\*Signature of Reporting Person Date

## 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).

## Edgar Filing: SAExploration Holdings, Inc. - Form 4

- Represents 1,196,846 shares of Common Stock held directly by Seismic Management Holdings, Inc. ("Seismic Holdings") received in exchange for 210,000 shares of common stock of the entity formerly known as SAExploration Holdings, Inc. ("Former SAE") upon the consummation of a merger transaction involving the Issuer, formerly known as Trio Merger Corp., pursuant to which Former SAE merged with and into a wholly-owned subsidiary of the Issuer (the "Merger").
- (1) The closing price of the Common Stock immediately prior to the Merger was \$9.98 per share.
  - (2) Seismic Holdings is a corporation formed under the laws of the Province of Alberta, Canada, and is wholly owned by Seismic Management, LLP ("Seismic LLP"), which is an Alaska limited liability partnership controlled by Brian A. Beatty ("Mr. Beatty") and his wife, Sheri L. Beatty ("Mrs. Beatty").
  - (3) Mr. Beatty is a member of a "group" with Seismic Holdings, Seismic LLP, Mrs. Beatty, Jeff Hastings ("Mr. Hastings"), CLCH, LLC ("CLCH") and Brent Whiteley ("Mr. Whiteley") for purposes of Section 13(d) of the Exchange Act.
  - (4) CLCH, both directly and indirectly, and Mr. Hastings, indirectly, own these shares (the "CLCH Shares"). Mr. Beatty has a beneficial ownership interest in the CLCH Shares through his group membership.
  - (5) Mr. Whiteley directly owns these shares (the "Whiteley Shares"). Mr. Beatty has a beneficial ownership interest in the Whiteley Shares through his group membership.
  - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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