

Levenson Ryan
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

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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 *
Levenson Ryan

2. Issuer Name and Ticker or Trading Symbol
Great Lakes Dredge & Dock CORP [GLDD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GREAT LAKES DREDGE & DOCK CORP., 2122 YORK ROAD, SECOND FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/27/2019		S		500,000	D	By Privet Fund LP ⁽²⁾
					\$ 8.503 ⁽¹⁾		
Common Stock					148,500	I	By Managed Account of Privet Fund Management LLC ⁽³⁾
Common Stock					35,816	D	

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Represents shares owned directly by Privet Fund LP ("Privet Fund"). Mr. Levenson, solely by virtue of his position as the managing member of Privet Fund Management LLC ("Privet Fund Management"), the general partner and investment manager of Privet Fund, may be deemed to beneficially own the shares owned directly by Privet Fund for purposes of Section 16. Mr. Levenson expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (3) Represents shares held in an account separately managed by Privet Fund Management (the "Privet Fund Account"). Mr. Levenson, solely by virtue of his position as the managing member of Privet Fund Management, the investment manager of the Privet Fund Account, may be deemed to beneficially own the shares held in the Privet Fund Account for purposes of Section 16. Mr. Levenson expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Deferred Stock Units ("DSUs") deferred pursuant to the Company's Director Deferral Plan. The DSUs will be payable in common stock on a 1-for-1 basis on the date upon which Mr. Levenson's board service ends.
- (5) Not Applicable.
- (6) No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.

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.