

TIDEWATER INC  
Form 8-K  
July 19, 2011

**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): July 14, 2011**

**TIDEWATER INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**1-6311**  
(Commission  
File Number)

**72-0487776**  
(I.R.S. Employer  
Identification No.)

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**601 Poydras Street, Suite 1900**

**New Orleans, Louisiana**  
(Address of principal executive offices)

**(504) 568-1010**

**70130**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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:

- .. 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Tidewater Inc. (the Company) held its 2011 annual meeting of stockholders (the Annual Meeting) on July 14, 2011 in New Orleans, Louisiana. As of May 27, 2011, the record date for the meeting, the Company had 51,868,625 shares of common stock outstanding. Of that number, 46,348,621 full shares were represented in person or by proxy at the Annual Meeting. The Company's stockholders voted on the following four proposals at the Annual Meeting, casting their votes as described below.

*Proposal 1: Election of Twelve Directors*

Each of the individuals listed below was elected at the Annual Meeting to serve a one-year term on the Company's Board of Directors (the Board).

| Director Nominee      | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| M. Jay Allison        | 42,476,921 | 122,387        | 3,749,237        |
| James C. Day          | 41,824,584 | 774,725        | 3,749,237        |
| Richard T. du Moulin  | 41,729,139 | 870,169        | 3,749,237        |
| Morris E. Foster      | 41,703,740 | 895,568        | 3,749,237        |
| J. Wayne Leonard      | 42,492,561 | 106,747        | 3,749,237        |
| Jon C. Madonna        | 33,992,084 | 8,607,225      | 3,749,237        |
| Joseph H. Netherland  | 41,692,782 | 906,526        | 3,749,237        |
| Richard A. Pattarozzi | 34,364,854 | 8,234,454      | 3,749,237        |
| Nicholas J. Sutton    | 41,706,739 | 892,569        | 3,749,237        |
| Cindy B. Taylor       | 42,462,929 | 136,379        | 3,749,237        |
| Dean E. Taylor        | 41,309,958 | 1,289,350      | 3,749,237        |
| Jack E. Thompson      | 41,479,146 | 1,120,162      | 3,749,237        |

*Proposal 2: Advisory Say-on-Pay Vote*

Proposal 2 was an advisory vote on executive compensation as disclosed in the proxy materials for the Annual Meeting. This advisory vote was approved.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 41,167,261 | 1,266,539     | 165,508     | 3,749,237        |

*Proposal 3: Advisory Say-on-Pay Frequency Vote*

Proposal 3 was an advisory vote on how frequently the Company should hold an advisory vote on executive compensation.

| 1 year     | 2 years | 3 years   | Abstentions | Broker Non-Votes |
|------------|---------|-----------|-------------|------------------|
| 37,141,587 | 272,847 | 5,031,330 | 153,544     | 3,749,237        |

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Of the total votes cast, over 87% voted for a say-on-pay vote every year, less than 1% voted for a say-on-pay vote every two years and just under 12% voted for a say-on-pay vote every three years. Based on these results and consistent with the Board's previous recommendation, the Board has determined that the Company will hold an advisory say-on-pay stockholder vote every year.

### *Proposal 4: Ratification of the Appointment of Auditors*

Proposal 4 was a proposal to ratify the appointment of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2012. This proposal was approved.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 46,076,798       | 248,975              | 22,772             |

**SIGNATURE**

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 hereunto duly authorized.

**TIDEWATER INC.**

July 18, 2011

/s/ Bruce D. Lundstrom

Bruce D. Lundstrom  
Executive Vice President,

Secretary and General Counsel