
**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): June 12, 2012

Great Lakes Dredge & Dock Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

001-33225
(Commission
File Number)

20-5336063
(I.R.S. Employer
Identification No.)

2122 York Road
Oak Brook, Illinois 60523
(Address of Principal Executive Offices)

(630) 574-3000
(Registrant's telephone number, including area 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:

- 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.

Great Lakes Dredge & Dock Corporation (NASDAQ:GLDD) issued a press release announcing Jonathan W. Berger, Chief Executive Officer, will be presenting at the Deutsche Bank Global Industrials and Basic Materials Conference in Chicago on Wednesday, June 13, 2012.

The presentation is scheduled to begin at 9:20 a.m. (C.D.T.)/10:20 a.m. (E.D.T.). A live webcast of the presentation will be available on the Investor Relations section of the Company's website at www.gldd.com. The webcast and accompanying slide presentation will be archived on the website within 24 hours and will be available for at least two weeks.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 — Financial Statements and Exhibits

(d) Exhibits

The following exhibit is furnished herewith:

99.1 Presentation Materials

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.

GREAT LAKES DREDGE & DOCK CORPORATION

/s/ Bruce J. Biemeck

Bruce J. Biemeck
President & Chief Financial Officer

Date: June 12, 2012

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Presentation Materials

Great Lakes Dredge & Dock Corporation

Deutsche Bank Global Industrials and Basic Materials Conference

June 13, 2012



Innovation, Engineering & Execution



Safe Harbor

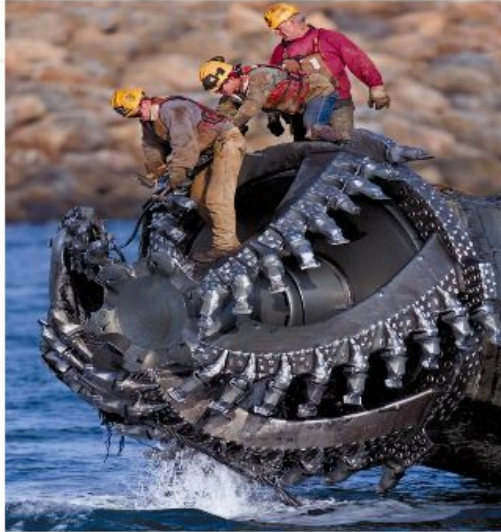
This presentation includes “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995 or in releases made by the SEC, all as may be amended from time to time. Such statements include declarations regarding the intent, belief, or current expectation of the Company and its management. The Company cautions that any such forward-looking statements are not guarantees of future performance, and involve a number of risks, assumptions and uncertainties that could cause actual results of the Company and its subsidiaries, or industry results, to differ materially from those expressed or implied by any forward-looking statements contained herein, including, but not limited to, as a result of the factors, risks and uncertainties described in other securities filings of the Company made with the SEC, such as the Company’s most recent Report on Form 10-K. You should not place undue reliance upon these forward-looking statements. Forward-looking statements provided herein are made only as of the date hereof or as a specified date herein and the Company does not have or undertake any obligation to update or revise them, unless required by law.



Who is Great Lakes Dredge & Dock Corporation?



Jacksonville, FL Harbor Deepening



Dredge Florida Cutterhead



Nags Head Beach Nourishment



Demolition of Massachusetts Mental Health Hospital



Oresund Bridge – International land reclamation

- Largest U.S. dredging provider in protected market
- Competes in growing international markets
- Leading regional demolition business; expanding nationally in select markets



Where We Are Going

Great Lakes intends to grow revenue and EBITDA by continuing to execute the following strategies:

- Build upon Great Lakes preeminent position in the U.S. dredging market
- Enhance the Company's operating capabilities via prudent and cost-effective investments and asset management
 - Currently assessing potential for vessel builds in the domestic and foreign markets
- Capitalize on adjacent market opportunities in the Company's domestic markets
- Expand the Company's presence in foreign markets
- Pursue growth opportunities in the commercial and industrial demolition market
 - The 12/31/10 Matteson acquisition expands the Company's service offering into inland river, lakes and environmental dredging and levee construction using dredge material
- Looking at acquisitions that fit in well with our strategy



Investment Highlights

Attractive near and long-term catalysts in U.S. dredging market

- Gulf Coast Restoration
- Harbor Maintenance Trust Fund secures funding for long-term maintenance demand
- Other sources of dredging demand include port deepening and port development and levee repair/replacement

Protected market & proven record

- “Dredging Act” and “Jones Act” effectively serve as barriers to entry for foreign-owned dredging companies
- Demonstrated record of successful project completion having never failed to complete a marine project

International presence

- U.S. dredging operator with significant foreign presence
- Portfolio of flexible fleet enables repositioning of vessels as necessary

Expanding demolition business

- Completed quick and successful turnaround in 2011
- Expanding demolition business into bridge demolition and sediment & soil remediation



Management Team

Jonathan Berger

*Chief Executive Officer
and Director*

- Board member since December 2006
- Former Managing Director and Co-head of Corporate Finance for Navigant Consulting, Inc
- Former partner at KPMG, LLP and past National Partner in charge of Corporate Finance at KPMG

Bruce Biemeck

*President and Chief
Financial Officer,
Director*

- Board member since December 2006
- Significant institutional knowledge as Senior Vice President, CFO and Treasurer of Great Lakes from 1991 to 1999
- Private real estate investor and independent consultant since April 1999

David Simonelli

*President of Dredging
Operations*

- Served as Chief Site Manager from 2007 to February 2009 and Senior Vice President from February 2009 to April 2010
- Joined Great Lakes in 1978 as a Project Engineer, and has served the Company in various roles since that time
- Member of the Hydrographic Society, the Western Dredging Association and the American Society of Civil Engineers

Martin Battistoni

*President of
Demolition Operations*

- Named President of NASDI, LLC in July 2011
- Former President of the Environmental Services Division of WRS Compass
- Former President and Chief Operating Officer of Compass Environmental Inc.



Management Team

Kyle Johnson

*Senior Vice President,
Operations*

- Senior Vice President since 2009
- Served the Company as Vice President and Chief Contract Manager since 2006
- Joined the Company in 1983 as a Mechanical Engineer

John Karas

*Senior Vice President,
Estimating and
Business Development*

- Senior Vice President since 2009
- Served the Company as Vice President and Chief Estimator since 1992
- Joined the Company in 1983 as a Project Engineer in the Hopper Division

Steve Pegg

*Senior Vice President,
Business Development*

- Senior Vice President of Business Development since March 2011
- Previously worked at Great Lakes from 1988-1992
- Former Vice President and Chief Financial Officer for MAC Equipment, Camfil FARR, UltraViolet Devices and the LGL Group

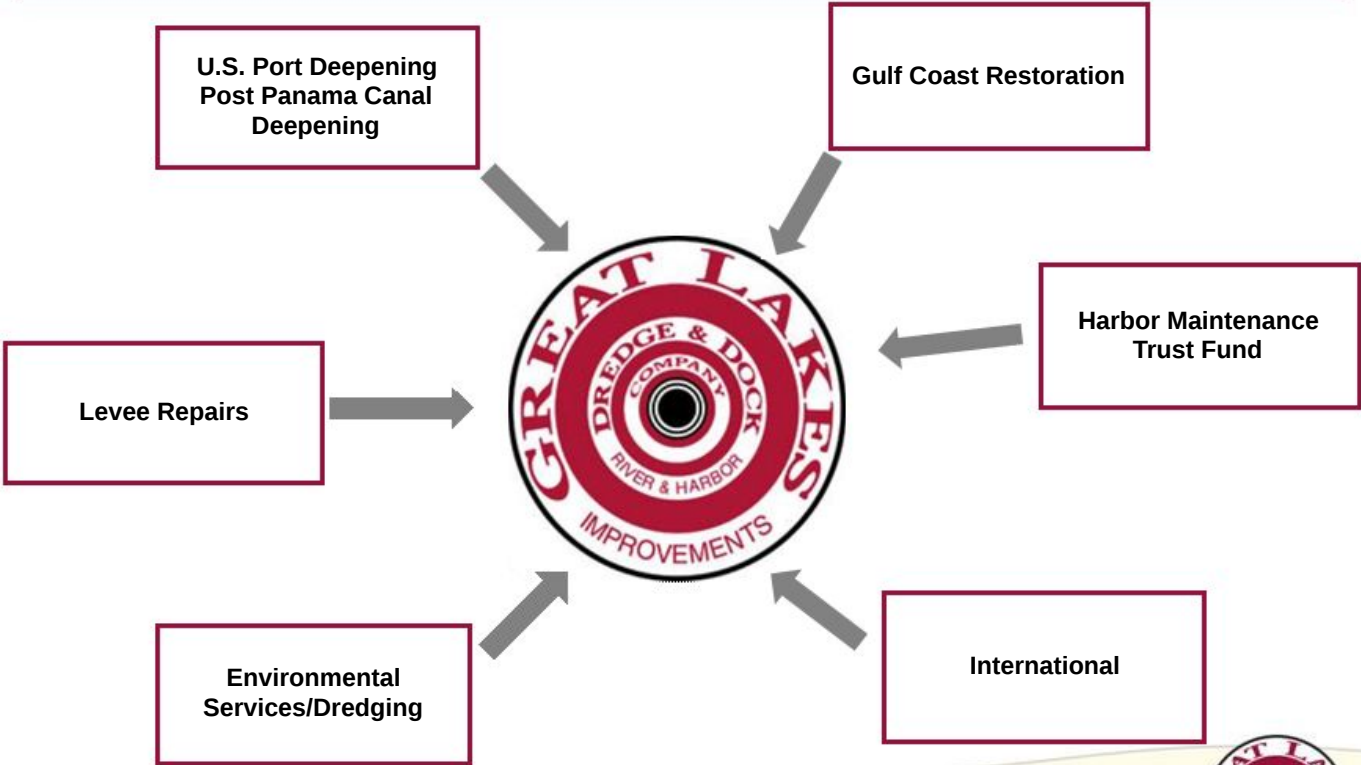
Steve Becker

*Vice President, Plant
Equipment and Chief
Mechanical Engineer*

- Vice President since 2006
- Responsible for Equipment Maintenance and Mechanical Engineering Departments since 1995
- Joined the Company in 1984 as a Field Engineer

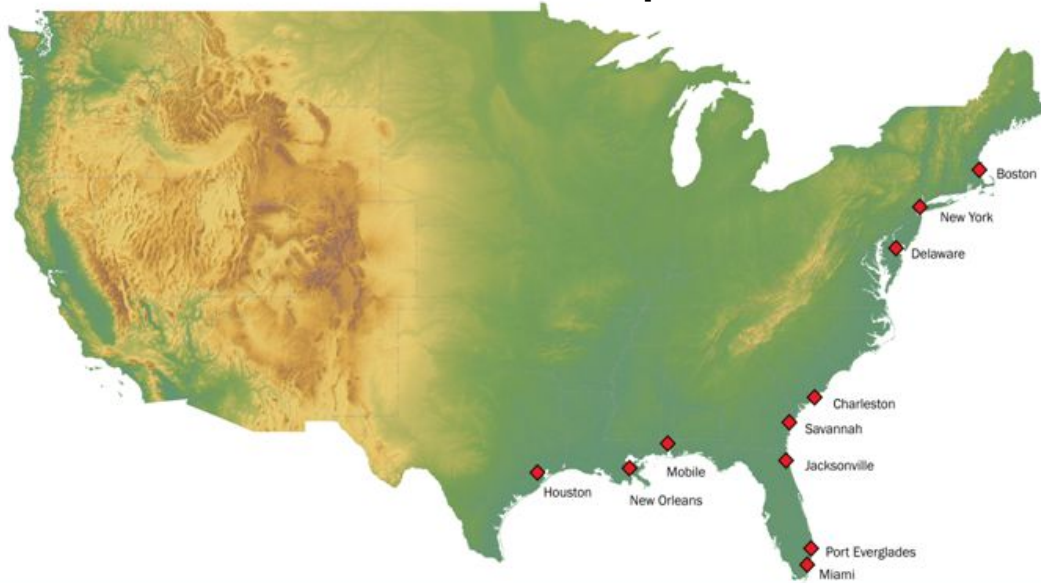


Significant Opportunities to Grow



Panama Canal Expansion

Ports with Plans for Expansion



International trade, particularly in the intermodal container shipping business, is undergoing significant change as a result of the Panama Canal expansion. Many shipping lines have announced plans to deploy larger ships which, due to channel dimension requirements, currently cannot use many U.S. East and Gulf Coast ports.



Harbor Maintenance Trust Fund (HMTF)

- Legislation to ensure 100% of funds collected go to harbor maintenance introduced in the House in January 2011 (RAMP Act) and Senate in February 2011 (Harbor Maintenance Act of 2011).
- On April 18th, 2012 the House of Representatives approved passage of H.R. 4348 (Surface Transportation Extension Act of 2012, Part II).
 - Includes Section 401, Funding for Harbor Maintenance Programs, the modified RAMP Act. Includes a guarantee that total budget resources to be spent on harbor maintenance for a fiscal year will be equal to level of receipts collected from commercial use of ports and will be deposited into Harbor Maintenance Trust Fund.
- If ultimately passed, will have a positive impact on maritime commerce by adding as much as \$500 million to the domestic dredging market annually.

The Harbor Maintenance Tax was established in 1986 to fund the operation and maintenance of U.S. ports and harbors by levying a fee on incoming freight. However, over the past decade, Congress has authorized only a portion of HMTF funds to the Army Corps' dredging budget, creating an account surplus of over \$5.5 billion. Due to this ongoing under-allocation and the subsequent spending shortfall, the Army Corps estimates that the top 59 most trafficked U.S. ports meet their authorized depths and widths less than 35% of the time.



Gulf Coast Restoration Trust Fund – Restore Act

- The second important section of H.R. 4348 (Surface Transportation Extension Act of 2012, Part II) - Section 302, the Gulf Coast Restoration Trust Fund.
 - Establishes the Gulf Coast Restoration Trust Fund and requires 80 percent of all administrative, civil, and criminal penalties paid by a responsible party in connection with the Deepwater Horizon oil spill, to be deposited into that fund, together with any additional appropriations provided by law.

There has been continued focus on restoring the barrier islands and wetlands that provide natural protection from storms in the Gulf Coast area. Many restoration projects have commenced to repair coastal areas affected by Hurricane Katrina and the Deepwater Horizon oil spill. Several additional projects are being planned by state and local governments to restore natural barriers to utilize funding established following the Deepwater Horizon oil spill.



Dredging



Innovative Civil Engineering Solutions Since 1890



Dredging Overview



Capital

Deepening ports, land reclamation, and excavation of underwater trenches



Beach Nourishment

Creating and rebuilding beaches



Maintenance

Maintaining depth of shipping channels

Customers

- Army Corps of Engineers (Largest)
- Foreign governments
- Port authorities
- Prime contractors on turn-key projects
- State and local governments
- Private entities (e.g., oil companies, utilities)



Large and Flexible Fleet in U.S and International Markets

Hydraulic

- 20 Vessels*: 16 U.S., 4 Middle East (19 U.S. flagged)
- Including the only two large electric cutterhead dredges available in the U.S. for environmentally sensitive regions requiring lower emissions

Hopper

- 8 Vessels: 4 U.S., 4 Middle East, (4 U.S. flagged)
- Highly mobile, able to operate in rough waters
- Little interference with other ship traffic

Mechanical

- 5 Vessels: All U.S. (All U.S. flagged)
- Operates one of two environmentally friendly electric clamshell dredges in the U.S.
- Maneuverability in tight areas such as docks and terminals

19 Material Transportation Barges and Over 160 Other Specialized Support Vessels



Dredge *Alaska* at Hilton Head



Dredge *Liberty Island* at Panama City Beach



Dredge *New York* at Port Jersey Channel

Estimate fleet replacement cost in excess of \$1.5 billion in current market

*Note: Nine vessels were added from 2010 Matteson acquisition which are hydraulic but have less capacity, ideal for rivers and environmental dredging

Our Intellectual Property and Human Capital are a Competitive Advantage



Industry and Company Overview

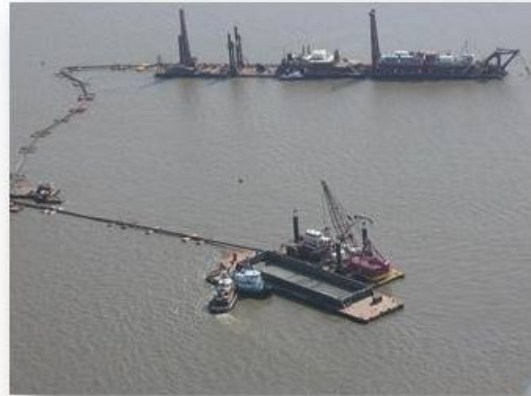


Attractive Catalysts in the Dredging Market

- Coastal Restoration throughout Gulf Area
 - Great Lakes was awarded the \$43m Pelican Island job & \$46m Scofield Island job
- Maintenance Dredging
 - *Harbor Maintenance Trust Fund legislation passage could add \$500M to the Company's bid market*
- Panama Canal expansion leads to U.S. port deepening
- Levee repair/replacement throughout U.S.



Bayou Dupont, LA
Coastal Restoration



Dredge California and GL 55 at Pass a Loutre
Coastal Restoration

Domestic Dredging Industry Demand Drivers

Capital

- U.S. ports 5'–10' shallower vs. foreign ports
- Domestic port development required to support larger, deeper draft ships
- Long-term funding for wetland and coastal marshes
- Other port development



Dredge Terrapin Island at Mayport, FL

<i>(in millions)</i>	Three Year Average (FY 2009-2011)	FY 2011	YTD 2012
Bid Market Size	\$342*	\$361	\$53
GLDD Revenue	\$220	\$157	\$27

*Note: The 2010 bid market excludes dredging work related to the construction of sand berms off the coast of Louisiana

Note: YTD data as of March 31, 2012



Domestic Dredging Industry Demand Drivers

Beach Nourishment

- Storm activity/natural erosion
- Growing population in coastal communities
 - 21 of the 25 most densely populated U.S. counties are coastal
- Importance of beach assets to recreation and local tourism industry
- Saw robust market in 2011 and anticipate continued opportunities in next 12 months



Hilton Head

<i>(in millions)</i>	Three Year Average (FY 2009-2011)	FY 2011	YTD 2012
Bid Market Size	\$192	\$317	\$26
GLDD Revenue	\$101	\$135	\$31

Note: YTD data as of March 31, 2012



Domestic Dredging Industry Demand Drivers

Maintenance

- Corps of Engineers' goal is to reach 95% of U.S. port operating capacity
- Natural sedimentation and volatile weather
- New capital projects increase need for ongoing maintenance
- 30% of 2011 domestic bid market was maintenance work



Dredge 53 in San Juan, Puerto Rico

<i>(in millions)</i>	Three Year Average (FY 2009-2011)	FY 2011	YTD 2012
Bid Market Size	\$465	\$306	\$107
GLDD Revenue	\$137	\$116	\$39

Note: YTD data as of March 31, 2012



Domestic Dredging Industry Demand Drivers

Rivers & Lakes

- On December 31, 2010, Great Lakes acquired the assets of L.W. Matteson
- L.W. Matteson is a leading inland dredging and marine construction contractor
 - Serves four primary markets in the U.S. including: Inland Levee and Construction, Inland Maintenance Dredging, Environmental and Habitat Restoration, and Inland Lake Dredging
- The purchase price was \$45 million, with \$37.5 million paid at closing and a note payable to the seller of \$7.5 million (approximate EBITDA multiple of 3.0x)
- L.W. Matteson has experienced strong growth and provides Great Lakes with a platform to enter new markets
- A number of new projects coming up for bid



Dredge Sandpiper

<i>(in millions)</i>	Three Year Average (FY 2009-2011)	FY 2011	YTD 2012
Bid Market Size	N/A	\$56	\$43
GLDD Revenue	N/A	\$35	\$7

Note: YTD data as of March 31, 2012



Great Lakes is Well Positioned to Compete Globally

International

- International projects tend to be larger/ longer duration vs. domestic projects
- Middle East has been a strong market historically, and is expected to provide good opportunities in the future. Several projects bidding in coming months
- Awarded \$35m East Hidd land reclamation project in Bahrain. Ideal project for recently upgraded dredge Ohio
- Working to enter India market via teaming agreement with successful Indian civil contractor
- Recently awarded Wheatstone LNG project in Australia with anticipated revenues of at least \$180m



Dredges Ohio and Sugar Island in Bahrain

<i>(in millions)</i>	Three Year Average (FY 2009-2011)	FY 2011	YTD 2012
GLDD Revenue	\$98	\$77	\$18

Note: YTD data as of March 31, 2012



Wheatstone LNG Project in Australia

Great Lakes currently expects to realize at least \$180 million in revenue on this project with the potential for greater income as the depth of participation further develops

- DEME and Great Lakes have a long history of joint venture and subcontract cooperation
- The total subcontract represents a value of about AUD 1.13 billion (about \$1.21 billion), with Great Lakes responsible for mechanical dredging
- Great Lakes expect to commence mobilization to the Wheatstone Project in the third quarter of 2012, following the completion of other contract obligations for the dredge *New York*
- Great Lakes will mobilize its backhoe dredge, *New York*, two 5,000 cubic yard material barges, tug boats and ancillary support equipment to Western Australia to assist in the excavation of clay and rock to create the access to the Wheatstone material offloading facility and the approach channel
- The Great Lakes' portion of the project is expected to take about 27 months to complete



Dredge *New York*



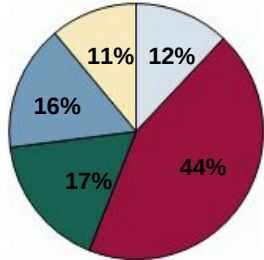
Northern View of the Wheatstone Project
Source: Dredgingtoday.com



Largest Provider of Dredging

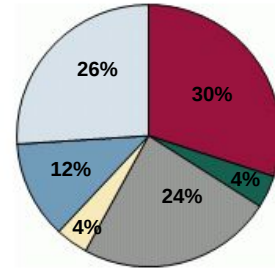
2010 REVENUE BY WORK TYPE
\$687 million

- Foreign
- Capital
- Maintenance
- Beach
- Demolition



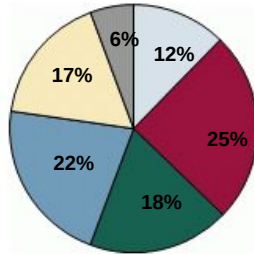
2010 DOMESTIC DREDGING BID MARKET SHARE
Domestic Bid Market: \$875 million

- Great Lakes
- Norfolk
- Weeks
- Manson
- Don Jon
- Other



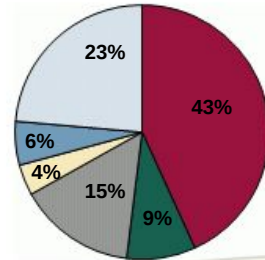
2011 REVENUE BY WORK TYPE
\$627 million

- Foreign
- Capital
- Maintenance
- Beach
- Demolition
- Rivers & Lakes



2011 DOMESTIC DREDGING BID MARKET SHARE
Domestic Bid Market: \$1,041 million

- Great Lakes
- Norfolk
- Weeks
- Manson
- Don Jon
- Other



Dominant Domestic Market Position



Demolition Services - A Preferred Demolition Contractor

NASDI and Yankee Environmental Services

- Major U.S. provider of commercial and industrial demolition services; preferred in New England
- Purchased Yankee in 2009; able to offer removal of asbestos and hazardous materials
- Growth in New York market
- Bidding work nationally
- Strong bonding capacity
- Successfully completing large bridge demolition job in Louisiana, expanding quickly in the bridge demolition market



I-10 Bridge Project in Louisiana

<i>(in millions)</i>	Three Year Average (FY 2009-2011)	FY 2011	YTD 2012
Demolition Revenue	\$78	\$107	\$33

Note: YTD data as of March 31, 2012

Reliable and Predictable Source for Demolition Services



Financial Highlights

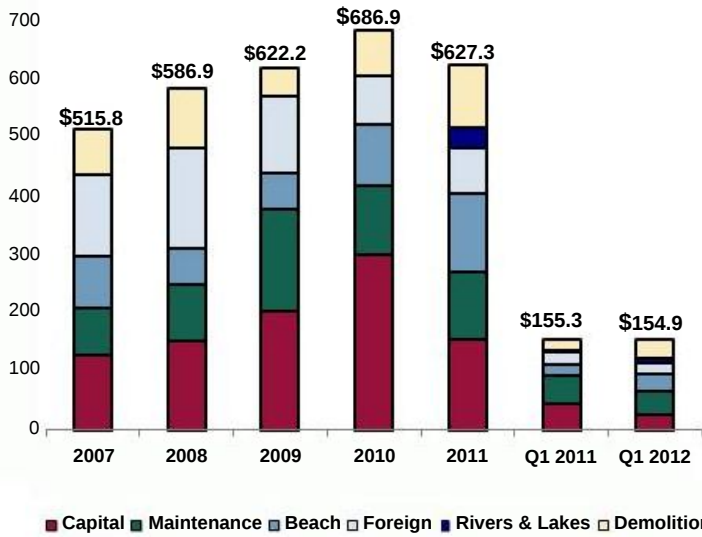


Financial Performance

(\$ in millions)

ANNUAL REVENUE

3 year CAGR = 2.2%



ANNUAL ADJUSTED EBITDA (a)

3 year CAGR = 18.8%



(a) Adjusted EBITDA represents net income (loss), adjusted for net interest expense, income taxes, depreciation and amortization expense and debt restructuring expense. Please see reconciliation of Net Income to EBITDA at the end of this presentation.

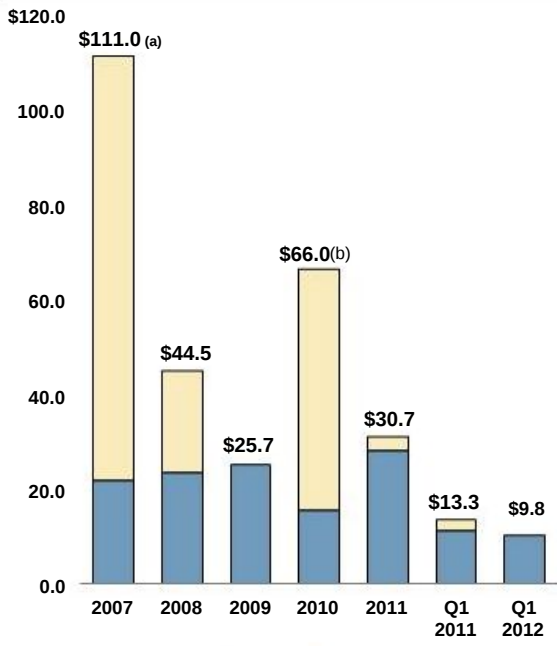
Note: Great Lakes went public in December 2006



Improved Financial Flexibility

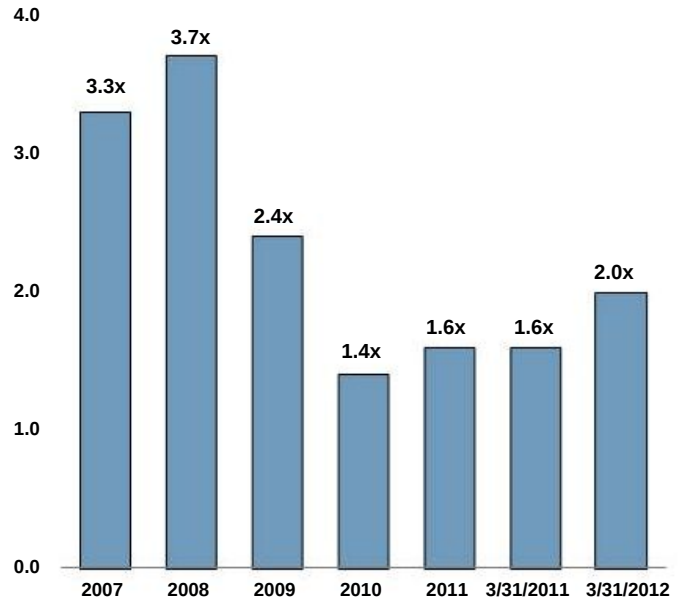
(\$ in millions)

CAPEX



□ Growth ■ Maintenance

LEVERAGE

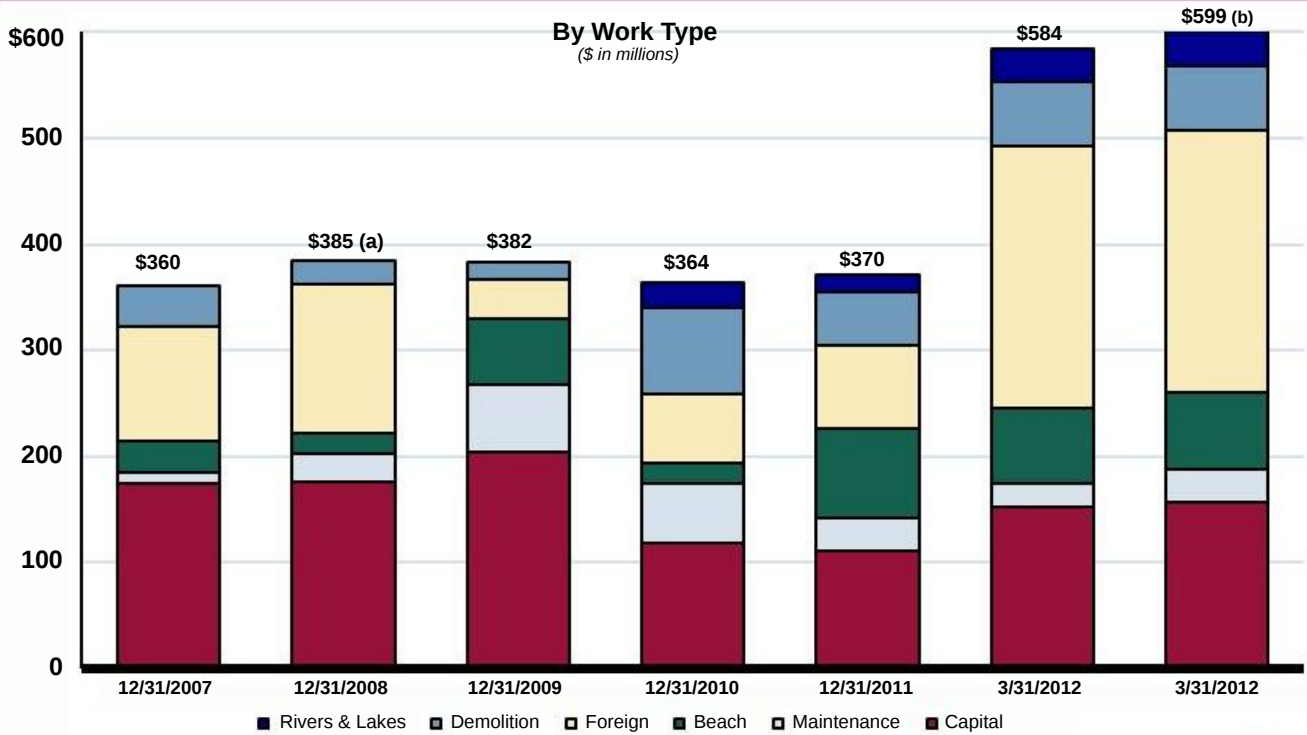


■ Net Debt / EBITDA

(a) Growth capital expenditures during the year of 2007 includes the purchase of four vessels.
 (b) Includes \$14.6 related to the upgrade of the dredge Ohio and \$36 related to Matteson acquisition



Backlog



(a) Foreign backlog at December 31, 2008 has been adjusted for the portion of the Diyar contract that became an option pending award in the first quarter of 2009
 (b) Includes domestic dredging low bids and options pending award of \$15 million



Great Lakes Highlights

- Significant growth since 2006
 - Revenue - three-year CAGR of 2.2%
 - EBITDA - three-year CAGR of 18.8%
- Significant investment in PP&E of \$140M since 2006
 - Purchased four dredging vessels in 2007 as well as built a piece of ancillary equipment
 - Upgraded dredge Ohio into world-class cutter suction dredge
- Decreased Net Debt / EBITDA from 6.4x at 12/31/05 to 2.0x at 3/31/12
 - Over \$86m in cash on hand at 3/31/12
 - Over \$121m of availability on revolving credit facility



Appendix

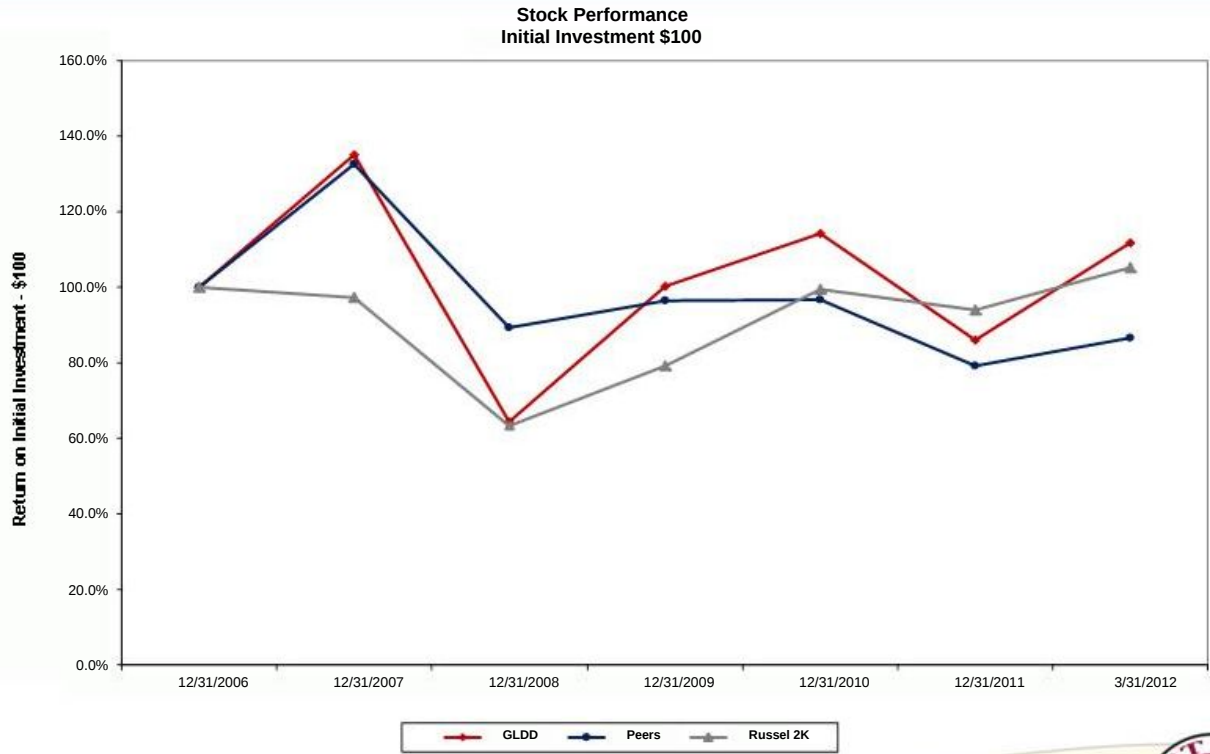


Reconciliation of Net Income to Adjusted EBITDA

(\$ in millions)	Fiscal Year Ending December 31,					Three Months Ended March 31,	
	2007	2008	2009	2010	2011	2011	2012
Net Income Attributable to Great Lakes Dredge & Dock Corporation	\$7.1	\$5.0	\$17.5	\$34.6	\$16.5	\$2.4	\$1.1
Loss on Extinguishment of Debt					5.1	5.1	
Interest Expense	17.5	17.0	16.1	13.5	21.7	6.0	5.3
Income Tax Expense	6.4	3.8	11.0	20.6	9.5	1.5	0.5
Depreciation and Amortization	<u>26.5</u>	<u>30.1</u>	<u>33.0</u>	<u>34.3</u>	<u>40.9</u>	<u>9.6</u>	<u>7.8</u>
Adjusted EBITDA	\$57.5	\$55.9	\$77.6	\$103.0	\$93.7	\$24.6	\$14.7



Stock Performance Initial Investment \$100



Note: Great Lakes went public in December 2006

