
**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): November 12, 2013

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 William Steckel, Senior Vice President and Chief Financial Officer, will be presenting at the Stephens Fall Investment Conference in New York on Tuesday, November 12, 2013.

The presentation is scheduled to begin at 4:00 p.m. (E.S.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/ William S. Steckel

William S. Steckel

Senior Vice President and Chief Financial Officer

Date: November 12, 2013

EXHIBIT INDEX

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



INVESTOR PRESENTATION

2013 | Q4

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.

SAFE HARBOR





> **JONATHAN BERGER**

Chief Executive Officer,
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



> **WILLIAM STECKEL**

Senior Vice President,
Chief Financial Officer

- > Previously served as CEO, president, CFO and treasurer at Daystar Technologies, Inc.
- > Served as senior vice president, CFO and treasurer at Norwood Promotional Products
- > Held management positions with Invensys in its Lambda Power, Seibe Climate Controls and CTS Corporation Divisions



> **KATIE HAYES**

Treasurer, Director of
Investor Relations

- > Named Treasurer in March 2011
- > Served as Director of Investor Relations since the Company went public in 2006
- > Joined the Company in 2006 and has over 20 years of accounting and finance experience
- > Previously worked at TransUnion as Director of Corporate Accounting.

PRESENTERS



01

ABOUT US





> WHO IS GREAT LAKES DREDGE & DOCK CORPORATION?

Infrastructure & Environmental

- > Domestic Dredging
- > International Dredging
- > Environmental Services
- > Demolition



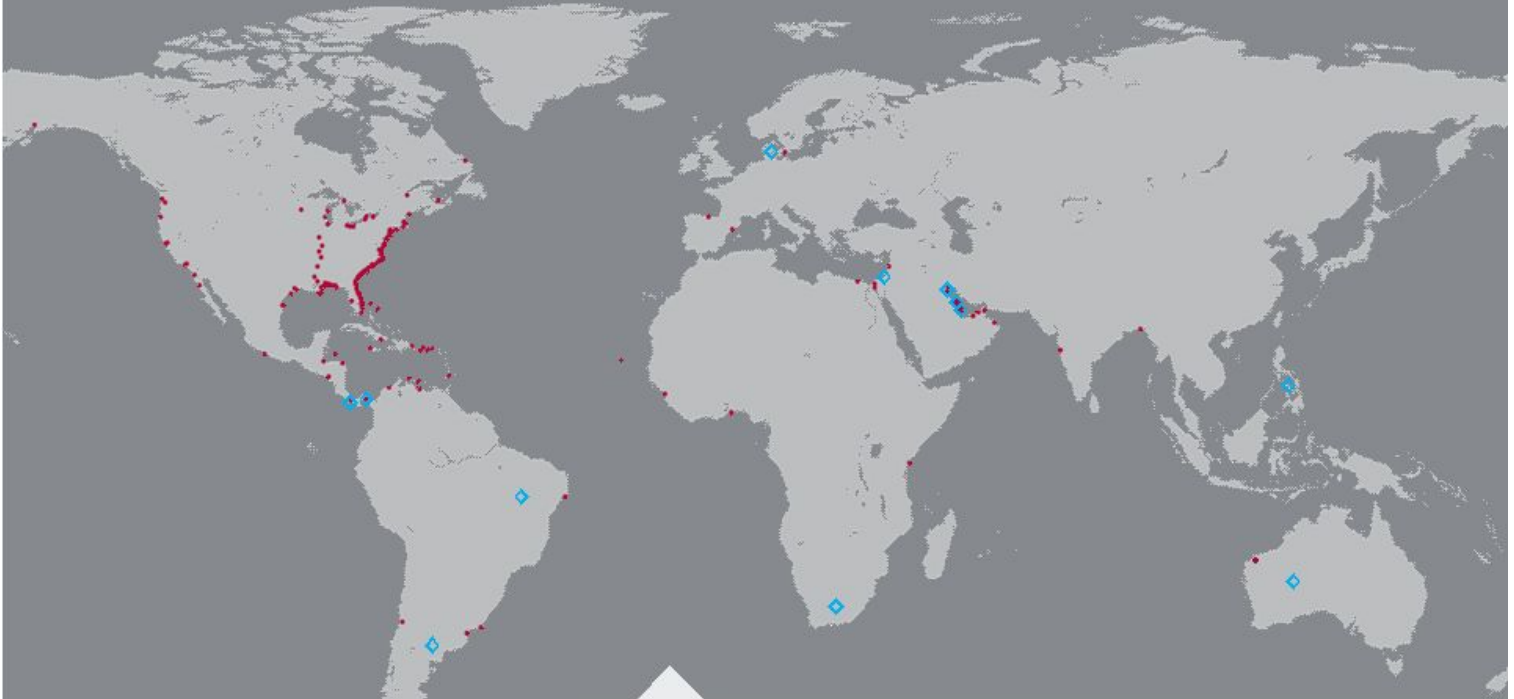
> DREDGING & THE ECONOMY

“The health of the U.S. economy depends, in part, upon the vitality and expansion of international trade. International trade depends upon the Nation’s navigation infrastructure, which serves as a conduit for transportation, trade, and tourism and connects us to the global community.

Marine transportation is one of the most efficient, effective, safe and environmentally sound ways to transport people and goods. It is a keystone of the U.S. economy. Ninety-five percent of our international trade moves through the Nation’s ports.” >> *Honorable Jo-Ellen Darcy, Assistant Secretary of the Army (Civil Works)* <<



GLOBAL REACH



> DREDGING WORLDWIDE

- WHERE WE HAVE WORKED
- ◆ COUNTRIES WHERE WE SEE OPPORTUNITIES

02

FUTURE GROWTH



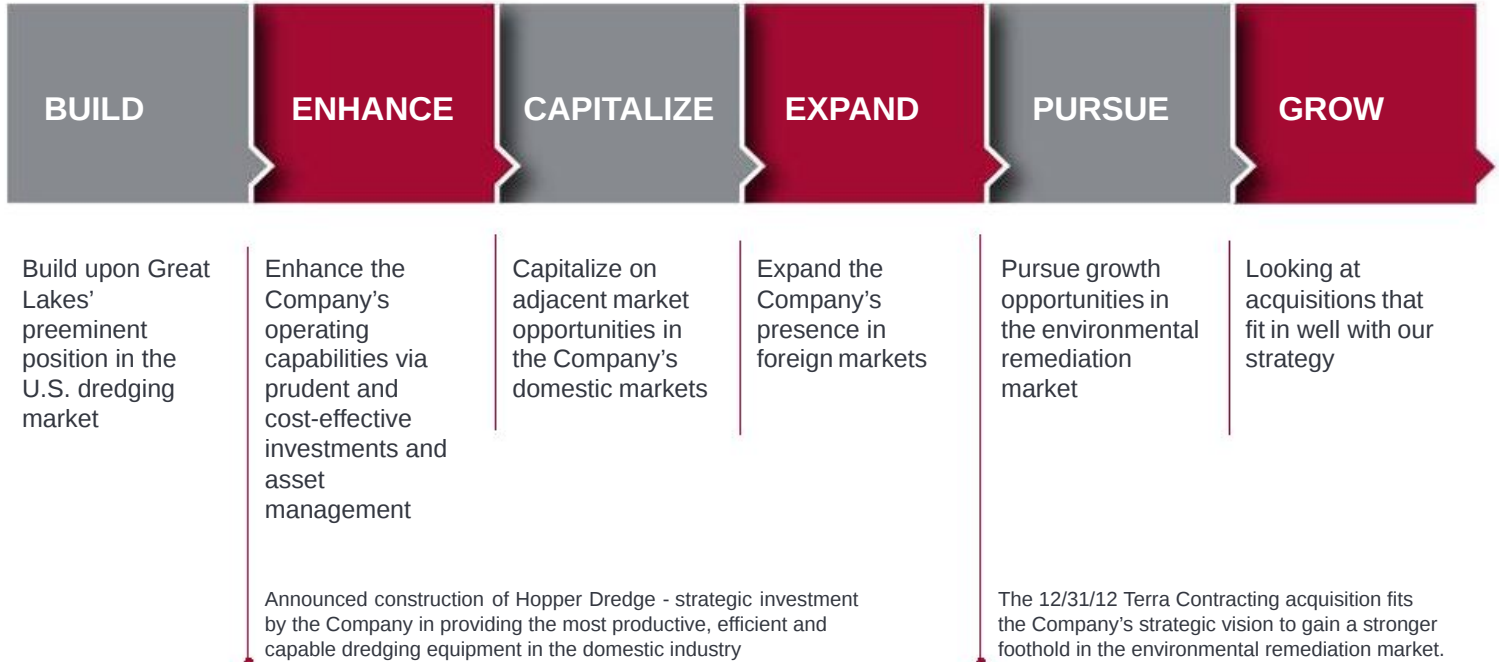
GREAT LAKES DREDGE & DOCK CORPORATION > INFRASTRUCTURE SOLUTIONS

INFO@GLDD.COM | GLDD.COM



> WHERE ARE WE GOING

Great Lakes intends to grow the business by continuing to execute the following strategies:





> ACQUISITION OF TERRA CONTRACTING, LLC

- > On December 31, 2012, Great Lakes acquired the assets of Terra Contracting, LLC (Terra).
- > Terra is a respected provider of a wide variety of essential services for environmental, maintenance and infrastructure-related applications.
- > Headquartered in Kalamazoo, MI, Terra employs approximately 200 engineering, operations and administrative staff and serves customers in more than thirty states in the environmental, infrastructure, energy, industrial, transportation, waste water and construction sectors.
- > Terra will broaden our demolition segment with additional services and expertise as well as expand our footprint in the Midwest. Terra reinforces our efforts to develop relationships with larger industrial and governmental clients. Additionally, our rivers & lakes operations can leverage Terra's environmental remediation focus to accelerate its participation in the environmental dredging market.
- > The purchase price was approximately \$26 million.
- > The Company has announced that it is assessing strategic alternatives with respect to its historical demolition business – which would not include Terra Contracting.



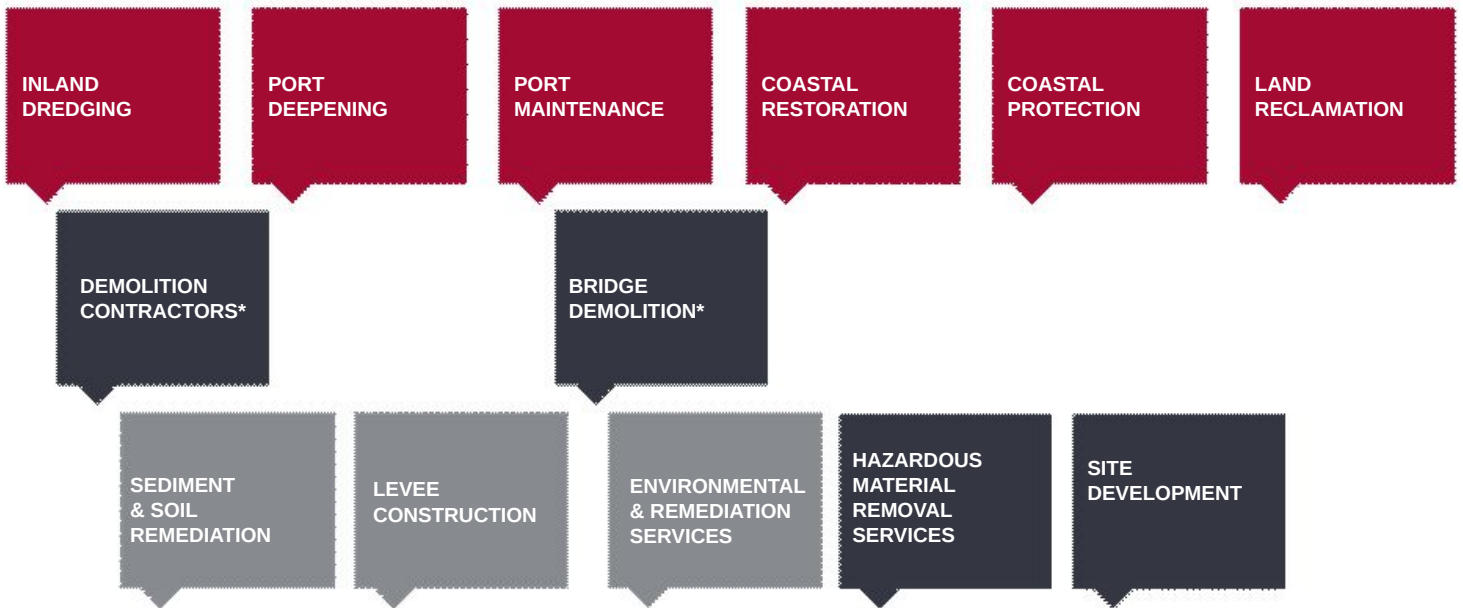
> INFRASTRUCTURE & ENVIRONMENTAL



* The Company has announced that it is assessing strategic alternatives with respect to its historical demolition business.



> INFRASTRUCTURE & ENVIRONMENTAL



* The Company has announced that it is assessing strategic alternatives with respect to its historical demolition business.





ATTRACTIVE NEAR & LONG-TERM CATALYSTS IN U.S. DREDGING MARKET

- > U.S. port deepening, post Panama Canal deepening
- > Gulf Coast Restoration
- > Other sources of dredging demand include port development and levee repair/replacement



MAP-21 TRANSPORTATION BILL

- > RESTORE Act requires 80% of penalties to be deposited into a coastal protection works fund which includes dredging
- > Calls for appropriations of HMTF monies so that total budget resources on harbor maintenance will be equal to the level of receipts
- > Senate and House passed their versions of WRDA with favorable HMTF reform language. Could be reconciled and passed before year-end



SANDY SUPPLEMENTAL APPROPRIATIONS BILL

- > Provides a very high level of attention and funding for coastal protection work
- > Provides a surge in work load for the balance of the year and perhaps into next year. It is anticipated that the attention will result in increased sustainable funding in future years.
- > Provides \$800 million for maintenance dredging in addition to Corps' annual budget



PORTS



> 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.

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DREDGING OVERVIEW





CAPITAL

Deepening ports, land reclamation, and excavation of underwater trenches
Bid Market Share* 29%



COASTAL PROTECTION

Creating and rebuilding beaches
Bid Market Share* 60%



MAINTENANCE

Maintaining depth of shipping channels
Bid Market Share* 31%



INTERNATIONAL

International land reclamations, channel deepening and port infrastructure development
3-year Average Revenue \$91M



RIVERS & LAKES

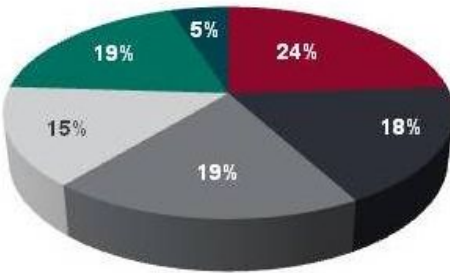
Inland maintenance and lake dredging, Environmental and habitat restoration
Bid Market Share* 43%

**The Company's bid market is defined as the aggregate dollar value of domestic projects on which the Company bid or could have bid if not for capacity constraints. Bid market share represents bid market average over the prior three years.*

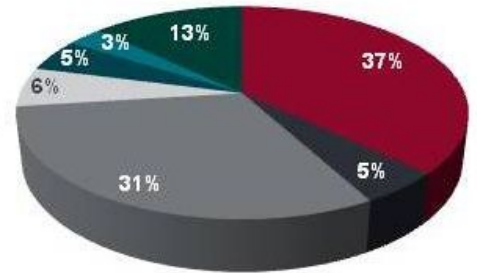


> LARGEST PROVIDER OF DREDGING

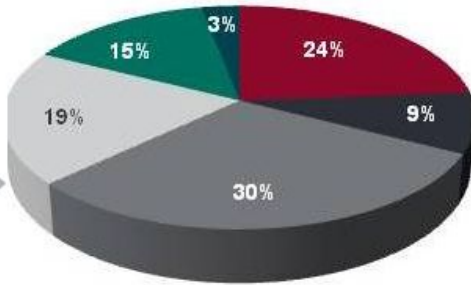
2012 REVENUE BY WORK TYPE
\$688 MILLION



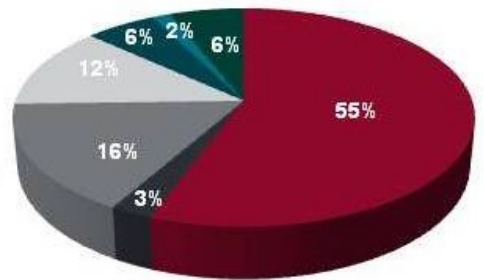
2012 DOMESTIC DREDGING BID MARKET SHARE
DOM. BID MARKET: \$939 MILLION



YTD Q3 2013 REVENUE BY WORK TYPE
\$541 MILLION



YTD Q3 2013 DOMESTIC DREDGING BID MARKET SHARE
DOM. BID MARKET: \$1,059 MILLION



- CAPITAL
- MAINTENANCE
- COASTAL PROTECTION
- FOREIGN
- DEMOLITION
- RIVERS & LAKES

- GREAT LAKES
- NORFOLK
- WEEKS
- MANSON
- DON JON
- DUTRA
- ORION
- OTHER



> LARGE & FLEXIBLE FLEET, U.S. & 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

- > 7 Vessels: 4 U.S., 3 Middle East, (4 U.S. flagged)
- > Highly mobile, able to operate in rough waters
- > Little interference with other ship traffic



MECHANICAL

- > 5 Vessels: 3 U.S., 2 International, (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

*Note: Nine vessels were added from 2010 rivers & lakes acquisition which are hydraulic but have less capacity, ideal for rivers and environmental dredging.
+ 19 Material Transportation Barges and Over 160 Other Specialized Support Vessels

> ARTICULATED TUG HOPPER DREDGE

The dredge represents a strategic investment by the Company in providing the most productive, efficient and capable dredging equipment in the domestic industry.

NEW HOPPER DREDGE

- > Currently in design phase with expected completion in 2016
- > GLDD is in discussions with other shipyards to proceed with construction of the vessel

GREAT LAKES' HOPPER DREDGE OBJECTIVES:

- > Build the low cost producer for U.S. Hopper Market
- > Improve operating margins
- > GLDD capacity grows and new technology positions us as the low cost hopper dredging competitor, expanding market leadership role
- > Meet future market needs with HMTF & Gulf Coastal Restoration
- > Positions us for competitive advantage in new market opportunities



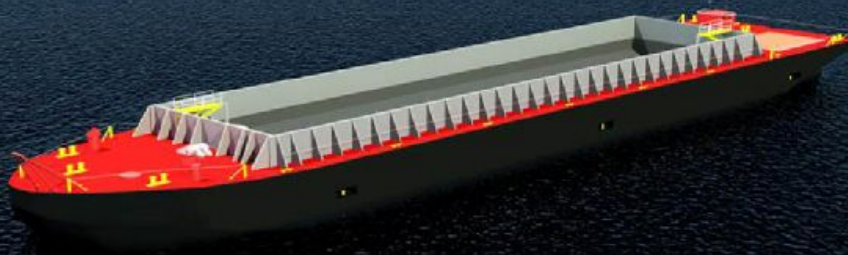
> TWO NEW MATERIAL SCOWS

NEW SCOWS

- > Estimated cost: \$17 million (\$8.5 million each)

GREAT LAKES' NEW MATERIAL SCOWS

- > The scows will be used primarily on capital deepening and coastal restoration work on the East and Gulf coasts.
- > GLDD has become very successful loading scows with cutter suction dredges. This has allowed us to match the dredging ability of the cutter suction dredges on projects, giving us an effective transportation system and a cost advantage over our competitors.
- > Construction of the dredge and scows created approximately 250 new U.S. shipyard and engineering jobs over the construction period.



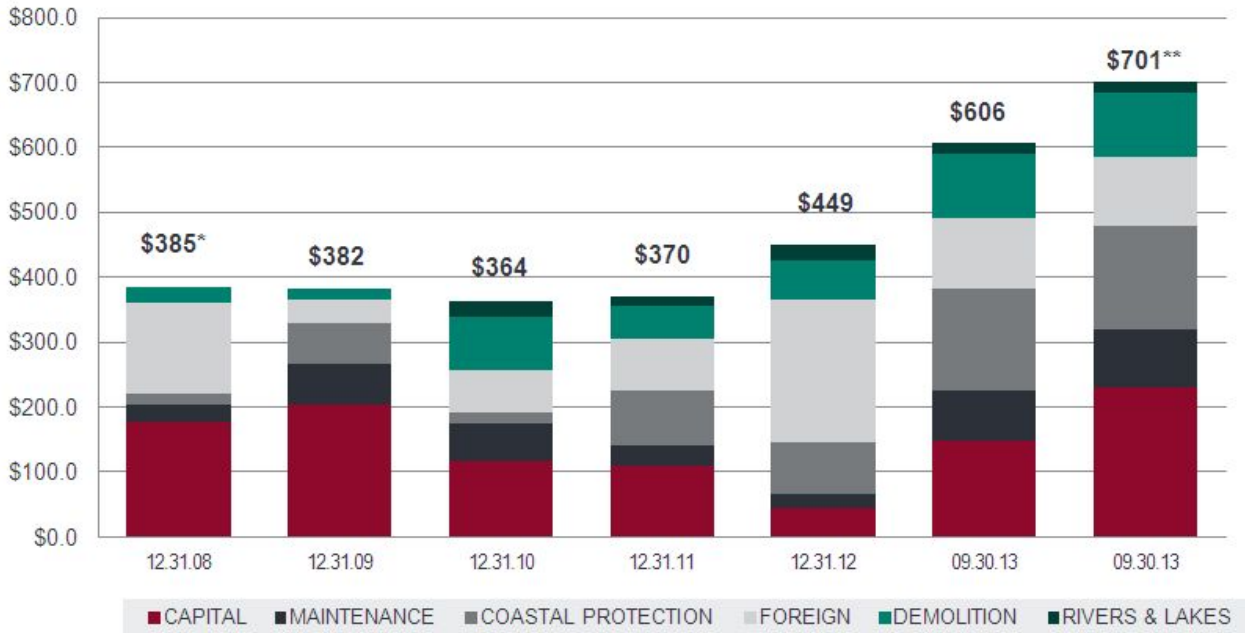
04

INVESTMENT HIGHLIGHTS



> BACKLOG

BY WORK TYPE | \$ IN MILLIONS

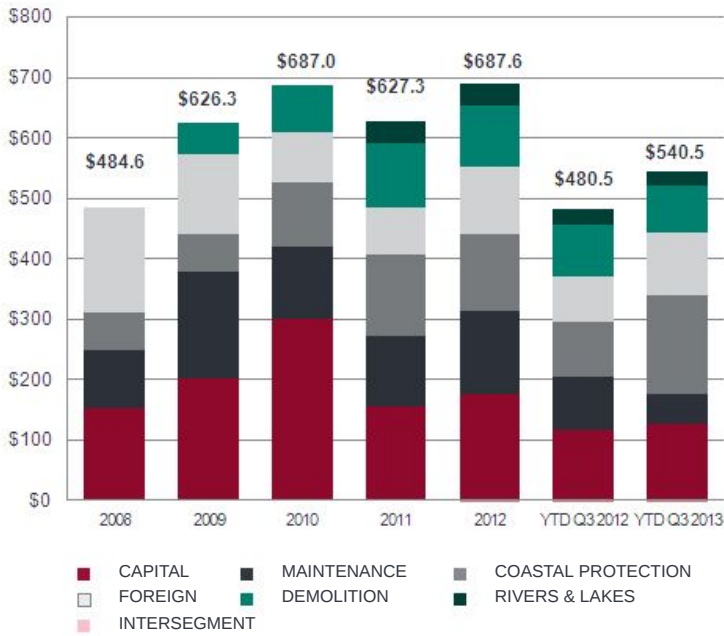


*Foreign backlog at December 31, 2008 has been adjusted for the portion of the Diyar contract that became an option pending award in the first quarter of 2009

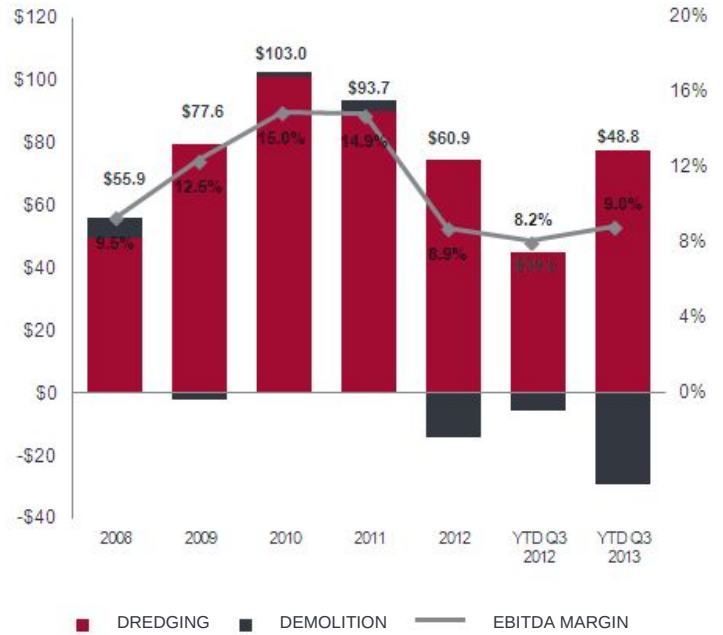
**Includes domestic dredging low bids and options pending award of \$95 million



> ANNUAL REVENUE



> ANNUAL ADJUSTED EBITDA*

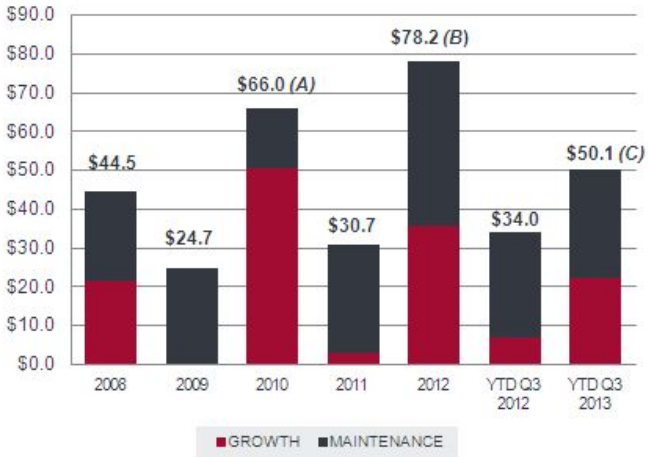


*Adjusted EBITDA represents net income (loss), adjusted for net interest expense, income taxes, depreciation and amortization expense, accelerated maintenance expense, goodwill impairment and debt restructuring expense. Please see reconciliation of Net Income (Loss) to EBITDA at the end of this presentation.
 Note: Great Lakes went public in December 2006

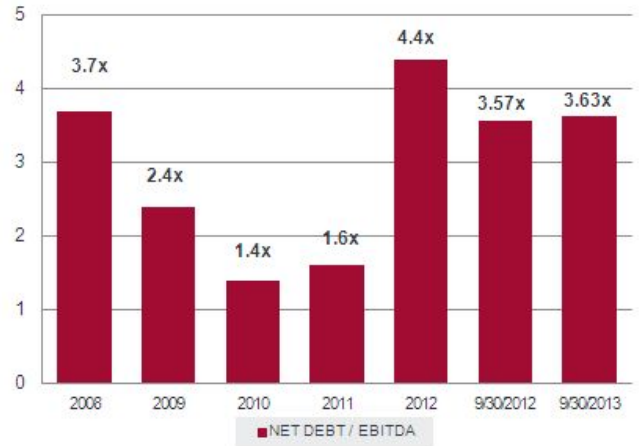


> CAPEX

\$ IN MILLIONS



> LEVERAGE



(A) Includes \$14.6 related to the upgrade of the dredge Ohio and \$36 related to Matteson acquisition.

(B) Includes \$13.7 related to the Empire Pipeline, \$3.6 related to the ATB Hopper Dredge, \$6.8 related to two new scows and \$11.7 related to the Terra Contracting acquisition.

(C) Includes \$14.7 related to the ATB Hopper Dredge and \$7.6 related to two new scows.





PROTECTED MARKET & PROVEN RECORD

- > “Dredging Act” and “Jones Act” effectively serve as barriers to entry for non-U.S.-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 international presence
- > Portfolio of flexible fleet enables repositioning of vessels as necessary



REMEDICATION & DEMOLITION CAPABILITIES

- > Added sediment & soil remediation capabilities with Terra acquisition
- > Continuing bridge demolition business

05

REMEDIATION & DEMOLITION SERVICES



> DEMOLITION AND SITE REMEDIATION SERVICES

NASDI & YANKEE ENVIRONMENTAL SERVICES

- > Major U.S. provider of commercial and industrial demolition services, including bridge demolition; preferred in New England
- > Rated in the Top 10 Demolition Companies According to 2011 Engineering News-Record (ENR)
- > Purchased Yankee in 2009; able to offer removal of asbestos and hazardous materials
- > Bidding work nationally
- > The Company has announced that it is assessing strategic alternatives with respect to its historical demolition business.

(IN MILLIONS)	THREE YEAR AVERAGE (FY2010-2012)	FY 2011	FY 2012
DEMOLITION REVENUE	\$95	\$107	\$101

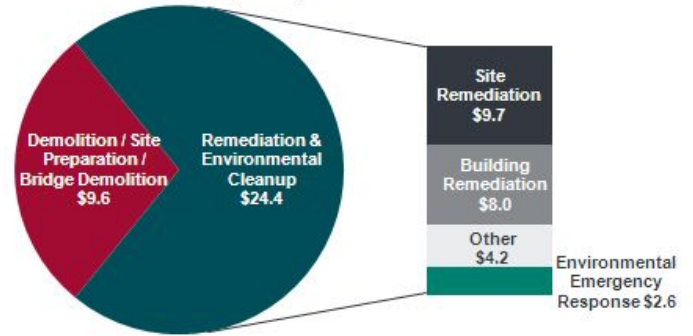


Market for environmental remediation/ site development services is over \$34 billion

- GLDD’s primary focus is in the following services:
 - Remediation and Environmental Clean-up
 - Demolition & Wrecking
 - Site Preparation and Development
 - Brownfield Cleanup and Redevelopment
 - Bridge Renovation / Demolition
 - Special / Hazardous Waste Disposal Services
 - Industrial and Municipal Services

- Remediation and Environmental Clean-up Services account for over 70% of the total market – and is Terra Contracting Services’ and NASDI’s target market

Environmental Remediation, / Site Development Market (\$ billion)



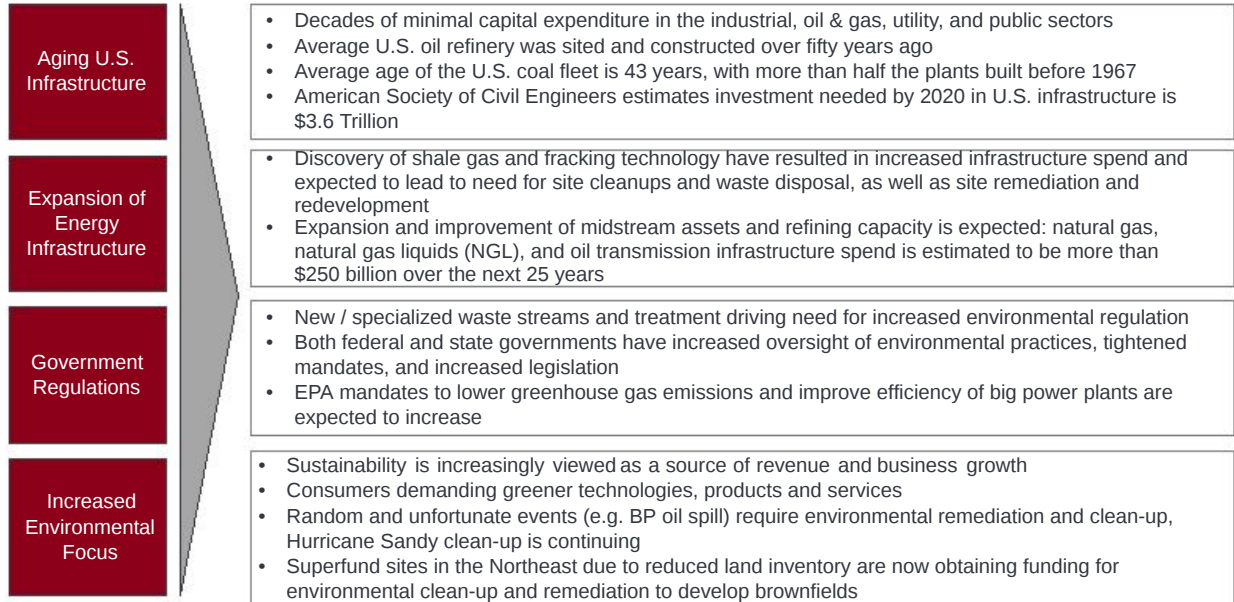
Forecasted Annual Growth (2013-2018)	
Land Development	5.6%
Demolition & Wrecking	5.9%
Special / Hazardous Waste Disposal	3.1%
Heavy Infrastructure Construction	3.0%
Remediation & Environmental Services	1.4%
Average Annual Growth Rate	4.0%

* The Company has announced that it is assessing strategic alternatives with respect to its historical demolition business – which would not include Terra Contracting.

Source: Ibisworld and internal GLDD estimates



Positive growth is expected over the next five years, primarily driven by the private sector



The market is highly fragmented with approximately 5,000 small, local and regional service providers and a few large public players

- **No Dominant Industry Players** – large firms offer a range of services across the remediation industry, and may be contracted to complete all the different requirements of a major cleanup. Smaller firms have competitive edge based on specialized equipment or technology
- **High Competition** – Competition is growing based on willingness of firms to agree to fixed price contracts. Contractors are assuming greater risks in relation to performance and liability for damage and injury – larger operators are likely better positioned here
- **High Barriers to Entry** – Based on increasing share of financial risks associated with the completion of remediation projects. Fixed price contracts and assuming other liabilities also create high barriers to entry
- Growth and expansion opportunities are to merge or acquire others to exploit economies of scale, or specialize in niche, high-value services

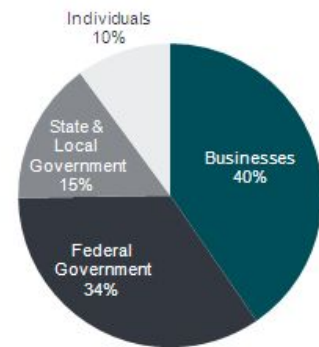
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Customers include public and private end users as well as environmental consulting engineering and construction (EE&C) firms

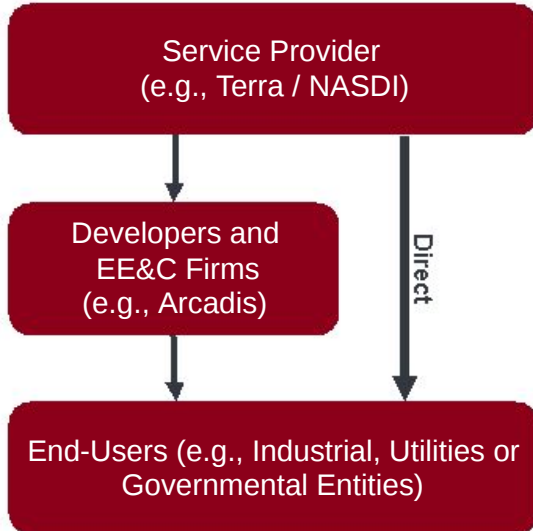
- Customer base is equally split between public and private sector
 - Public sector consists of both federal (e.g., EPA, DOE, DOD) and state and local governmental entities
 - Private sector end markets include Construction and Manufacturing, Utilities, Oil & Gas, Mining and Waste Holding Facilities
- As federal stimulus funding declines, private sector players are expected to exhibit higher demand for remediation services
- Services are procured either directly or via an EE&C firm, which subcontracts parts of jobs to service providers

2013 Market Segmentation



With broad service capabilities and greater scale, we are better positioned to capture more value by targeting end users directly

ROUTES TO MARKET

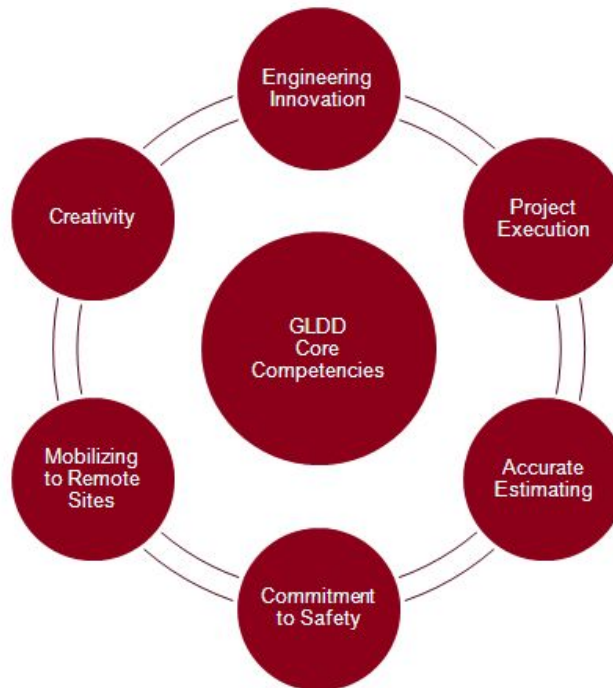


- In some instances, EE&C firms and developers manage projects on behalf of an end-user
 - The EE&C firm / developer sub-contracts out specific pieces of a project to various service providers, many of which may offer a specific capability
- However, companies with a robust suite of service offerings and sufficient scale are able to more often be the primary contractor on a job, thereby collapsing a step in the services value chain

BENEFITS OF SELLING DIRECT

- **Improved economics**
- **Greater control over execution and customer relationships**

Our core competencies will ensure successful execution of projects in the environmental services market



06

APPENDIX



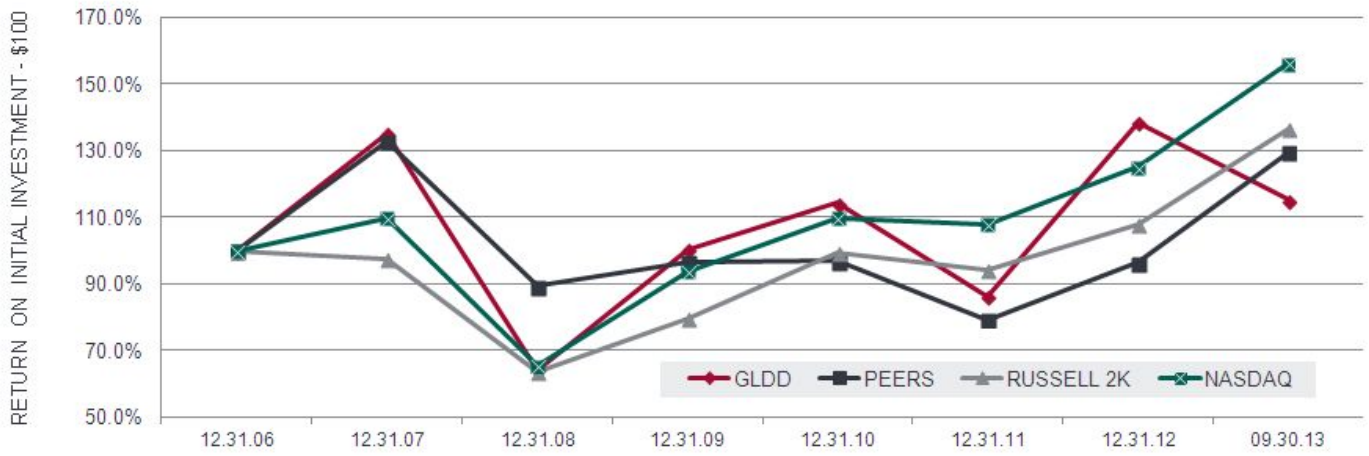
> RECONCILIATION OF NET INCOME (LOSS) TO ADJUSTED EBITDA

(\$ IN MILLIONS)	FISCAL YEAR ENDING DECEMBER 31,					NINE MONTHS ENDED JUNE 30,	
	2008	2009	2010	2011	2012	2012	2013
NET INCOME (LOSS) ATTRIBUTABLE TO GREAT LAKES DREDGE & DOCK CORPORATION	\$5.0	\$17.5	\$34.6	\$16.5	\$(2.7)	\$(3.0)	\$(23.4)
ACCELERATED MAINTENANCE EXPENSES					4.7	2.2	
LOSS ON EXTINGUISHMENT OF DEBT				5.1			
IMPAIRMENT OF GOODWILL							21.5
INTEREST EXPENSE - NET	17.0	16.1	13.5	21.7	20.9	15.7	16.7
INCOME TAX PROVISION (BENEFIT)	3.8	11.0	20.6	9.5	(2.0)	(2.0)	(1.7)
DEPRECIATION AND AMORTIZATION	<u>30.1</u>	<u>33.0</u>	<u>34.3</u>	<u>40.9</u>	<u>40.0</u>	<u>26.6</u>	<u>35.7</u>
ADJUSTED EBITDA	\$55.9	\$77.6	\$103.0	\$93.7	\$60.9	\$39.5	\$48.8



> STOCK PERFORMANCE

INITIAL INVESTMENT \$100



	12.31.06	12.31.07	12.31.08	12.31.09	12.31.10	12.31.11	12.31.12	06.30.13
GLDD	100.0%	135.2%	64.3%	100.5%	114.3%	86.2%	138.4%	121.2%
PEERS	100.0%	132.6%	89.3%	96.6%	96.8%	79.3%	96.3%	117.7%
RUSSELL 2K	100.0%	97.3%	63.4%	79.4%	99.5%	94.1%	107.8%	124.1%
NASDAQ	100.0%	109.8%	65.3%	93.9%	109.8%	107.9%	125.0%	140.9%

Note: Great Lakes went public in December 2006



