

Great Lakes Dredge & Dock CORP  
Form 8-K/A  
March 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 16, 2011 (January 3, 2011)**

**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.)**

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**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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**EXPLANATORY NOTE**

**Explanatory Note**

This Form 8-K/A amends the Form 8-K filed by Great Lakes Dredge & Dock Corporation (the Company) with the Securities and Exchange Commission on January 3, 2011 (the Initial 8-K), announcing, among other things, the acquisition of the business and substantially all of the assets (the Acquisition) of L.W. Matteson, Inc. (Matteson). As permitted under Items 9.01(a)(4) and 9.01(b)(2) of Form 8-K, the Initial 8-K did not include certain financial statements and pro forma financial information. The Company is filing this amendment to provide the (i) historical audited and unaudited financial information and (ii) unaudited pro forma financial information required to be filed under Item 9.01 of Form 8-K in connection with the Acquisition.

**Item 2.01. Completion of Acquisition or Disposition of Assets**

This Form 8-K/A amends the Initial 8-K to include the financial statements and pro forma financial information required by Item 9.01 pertaining to the Acquisition. The information previously reported in Item 2.01 of the Initial 8-K is hereby incorporated by reference into this Form 8-K/A.

**Item 9.01 Financial Statements and Exhibits.**

*(a) Financial Statements of Business Acquired*

The audited financial statements of Matteson for the year ended December 31, 2009, including the report of independent auditors.

The unaudited financial statements of Matteson including the balance sheet as of September 30, 2010 and the statements of operations and cash flows for the nine months ended September 30, 2010 and 2009 and the notes to the financial statements.

*(b) Pro Forma Financial Information*

The unaudited pro forma condensed combined financial information which describes the effect of the Acquisition on the Company's consolidated balance sheet and statements of operations, including:

The unaudited pro forma condensed combined balance sheet as of September 30, 2010, which gives effect to the Acquisition as if it occurred on that date; and

The unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2010 and the year ended December 31, 2009, which give effect to the Acquisition as if it occurred on January 1, 2009.

*(c) Shell Company Transactions*

Not applicable.

*(d) Exhibits.*

Exhibit Number	Description
23.1	Consent of CPA Associates PC, independent auditors of L.W. Matteson, Inc.
99.1	Audited Financial Statements of L.W. Matteson, Inc., for the year ended December 31, 2009
99.2	Unaudited Financial Statements of L.W. Matteson, Inc. as of September 30, 2010 and for the nine months ended September 30, 2010 and 2009
99.3	Unaudited pro forma condensed combined balance sheet of the Company and its subsidiaries as of September 30, 2010, and unaudited pro forma condensed combined statements of operations of the Company and its subsidiaries for the nine months ended

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September 30, 2010 and the year ended December 31, 2009, giving effect to the Acquisition.

**SIGNATURES**

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

Dated: March 16, 2011

By: /s/ Bruce Biemeck  
Name: Bruce Biemeck  
Title: President and Chief Financial Officer

**EXHIBIT INDEX**

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