

Deep Down, Inc.  
Form 8-K  
March 08, 2012

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

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FORM 8-K

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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 2, 2012

DEEP DOWN, INC.

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation)

0-30351  
(Commission File Number)

75-2263732  
(I.R.S. Employer  
Identification No.)

8827 W. Sam Houston Pkwy North, Suite 100, Houston, TX 77040  
(Address of principal executive offices) (Zip Code)

(281) 517-5000  
Registrant's telephone number, including area code

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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)
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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))



SECTION 8 – Other Events.

ITEM 8.01. – Other Events.

On March 2, 2012, Deep Down completed the acquisition of 800,000 shares of its common stock in a private purchase transaction. Deep Down paid \$48,000 to the seller in consideration for all of such seller's shares of stock in Deep Down. The per share purchase price of \$0.06 represented a per share amount 14% below the \$0.07 current market price of our common stock in the over-the-counter market on March 2, 2012. Deep Down paid the entire purchase price from cash on hand.

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 thereunto duly authorized.

Date: March 8, 2012

DEEP DOWN, INC.

By: /s/ Eugene L. Butler  
Eugene L. Butler  
Executive Chairman and Chief Financial Officer