

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

GULFMARK OFFSHORE INC
Form 424B5
March 11, 2002

WE WILL AMEND AND COMPLETE THE INFORMATION IN THIS PROSPECTUS SUPPLEMENT. THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS ARE PART OF AN EFFECTIVE REGISTRATION STATEMENT FILED WITH THE SEC. THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS ARE NOT OFFERS TO SELL THESE SECURITIES OR OUR SOLICITATION OF YOUR OFFER TO BUY THESE SECURITIES IN ANY JURISDICTION WHERE THAT WOULD NOT BE PERMITTED OR LEGAL.

FILED PURSUANT TO RULE 424(B)(5)
REGISTRATION NO. 333-44696

Subject to Completion, dated March 8, 2002

PROSPECTUS SUPPLEMENT
(to Prospectus Dated August 28, 2000)

1,250,000 SHARES

[GULFMARK OFFSHORE, INC. LOGO]

GULFMARK OFFSHORE, INC.

COMMON STOCK

We are offering 1,250,000 shares of common stock. Our common stock is listed for trading on the Nasdaq National Market under the symbol "GMRK." The last reported sale price of our common stock on the Nasdaq National Market on March 8, 2002, was \$38.00 per share.

Investing in the common stock involves risks. See "Risk Factors" beginning on page S-6 of this prospectus supplement and page 4 of the accompanying prospectus.

	PER SHARE	TOTAL
	-----	-----
Public Offering Price.....	\$	\$
Underwriting Discounts and Commissions.....	\$	\$
Proceeds to GulfMark (before expenses).....	\$	\$

We have granted the underwriters a 30-day option to purchase up to 187,500 additional shares of common stock on the same terms and conditions set forth above to cover over-allotment, if any.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Lehman Brothers, on behalf of the underwriters, expects to deliver the shares on or about , 2002.

LEHMAN BROTHERS

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

A.G. EDWARDS & SONS, INC.
CIBC WORLD MARKETS

STIFEL, NICOLAUS & COMPANY
INCORPORATED

, 2002.

[PHOTOS/MAP]

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT

Summary.....	S-1
The Company.....	S-1
Recent Developments.....	S-1
The Offering.....	S-5
Risk Factors.....	S-6
Use of Proceeds.....	S-8
Capitalization.....	S-9
Selected Consolidated Financial Operating Data.....	S-10
Market for Our Common Stock.....	S-11
Price Range of Common Stock and Dividends.....	S-11
Business.....	S-12
Underwriting.....	S-22
Legal Matters.....	S-25
Experts.....	S-25
Forward-looking Statements.....	S-25

PROSPECTUS

About This Prospectus.....	2
Where You Can Find More Information.....	3
The Company.....	4
Forward-Looking Statements.....	4
Risk Factors.....	4
Use of Proceeds.....	9
Ratio of Earnings to Fixed Charges.....	9
Description of Common Stock.....	9
Description of Preferred Stock.....	11
Description of Debt Securities.....	12
Description of Warrants.....	19
Plan of Distribution.....	21
Legal Matters.....	22
Experts.....	22

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering.

If the description of the offering varies between the prospectus supplement

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

and the accompanying prospectus, you should rely on the information in the prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are offering to sell the shares, and seeking offers to buy the shares, only in jurisdictions where offers and sales are permitted. You should not assume that the information we have included in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date of this prospectus supplement or the accompanying prospectus or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since that date.

i

SUMMARY

This summary highlights some basic information from this prospectus supplement. It likely does not contain all of the information that is important to you. You should carefully read the entire prospectus supplement, the accompanying prospectus and the other documents incorporated by reference to understand fully the terms of the common stock, as well as other considerations that are important to you. Unless the context requires otherwise, references in this prospectus and the accompanying prospectus to "we," "us" and "our" refer to GulfMark Offshore, Inc. and its subsidiaries. Unless otherwise indicated, we assume in this prospectus supplement that the underwriters will not exercise their over-allotment option with respect to the common stock offering.

THE COMPANY

We provide offshore marine services primarily to companies involved in offshore exploration and production of oil and natural gas. Our vessels transport drilling materials, supplies and personnel to offshore facilities, as well as move and position drilling structures. The majority of these transportation operations are conducted in the North Sea, with the balance in offshore Southeast Asia, Brazil and West Africa. In addition, we provide standby rescue and oil spill response services in the Liverpool Bay area of the U.K. Our principal offices are located at 4400 Post Oak Parkway, Suite 1170, Houston, TX 77027.

Our goal is to enhance our position as a premier supplier of offshore marine services in international markets. Our strategy is to profitably increase revenues and enhance shareholder value by:

- developing and maintaining a large, diversified and technologically sophisticated supply vessel fleet;
- enhancing fleet utilization through development of specialty applications for our vessels;
- focusing on attractive international markets; and
- managing our risk profile through a balance of long-term and short-term charters.

We believe this strategy, coupled with an emphasis on providing dependable, high quality services, will produce higher vessel utilization rates, relatively

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

stable earnings growth and returns on investments that are superior to those of our competitors.

The size, diversity and technologically advanced nature of our fleet enables us to provide offshore exploration and production operators with a broad range of offshore marine services in several key markets. Our fleet has grown in size and capability from an original 11 vessels acquired in late 1990 to our present level of 53 vessels through strategic acquisitions and construction of technologically advanced vessels. We own 41 vessels in our fleet, four vessels are bareboat chartered and we manage eight vessels for other owners. We believe our fleet is among the youngest in the industry with a current overall average age of 14.3 years, and only 11.8 years in the North Sea. See "Business -- Our Fleet".

RECENT DEVELOPMENTS

NEW VESSEL CONSTRUCTION PROGRAM

In response to the improving worldwide market conditions, during the second half of 2000 we committed to the construction of nine North Sea class vessels with a Norwegian shipbuilder. This shipyard previously constructed several of our other newbuilds including UT 755 design platform supply vessels (PSVs). We initiated the newbuild program in response to increased demand for deepwater and ultra-deepwater capable vessels and the shortage of newer, technologically advanced vessels. The program includes six PSVs and three anchor-handling, towing, and supply (AHTS) vessels. All of the vessels are built to Rolls Royce/Ulstein specifications and designed to be multi-functional. The PSVs will be capable of supporting underwater remotely-operated vehicle (ROV) operations as well as traditional offshore support operations. The first PSV, the Highland Fortress, was delivered in July 2001. Two more PSVs, the Highland Navigator and North Mariner, were each delivered in February 2002. The Highland Bugler and

S-1

Highland Courage are also scheduled for delivery in 2002, and four yet unnamed vessels are scheduled for delivery in 2003. The total contracted cost of the program is approximately \$185 million. As of March 5, 2002, we have expended \$69.0 million on the program, including \$33.2 million in 2002. In order to manage the newbuild program through its completion, we have mobilized a team of experienced marine construction supervisors. We expect to fund the newbuild vessels from a combination of cash on hand, future free cash flow from operations, availability under our new credit facility and net proceeds from this offering.

The table below outlines the remaining \$132.7 million of the \$185.2 million cost and the remaining contracted delivery schedule of the newbuild program. The table also estimates the annual EBITDA for the newbuild vessels based upon (1) day rates for vessels with approximately the same specifications, (2) estimated utilization rates and (3) our actual or estimated operating expenses for similar vessels. EBITDA detailed below is not necessarily indicative of the results that will be generated from these vessels because these vessels are expected to be delivered through the fourth quarter of 2003, and day rates, operating expenses and utilization may differ at those times. See "Risk Factors."

VESSEL	VESSEL TYPE	LENGTH	BRAKE HORSE POWER	DEAD WEIGHT TONNAGE	CONTRACTED DELIVERY SCHEDULE	ESTIMATED CONSTRUCTION COST (MILLIONS) (A)
-----	-----	-----	-----	-----	-----	-----

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

UT 755 (Highland Bugler)...	PSV	221'	5,450	3,115	3rd Qtr 2002	12.5
UT 722L(Highland Courage).....	AHTS	260'	16,320	2,000	4th Qtr 2002	30.2
UT 755L.....	PSV	236'	5,450	3,700	1st Qtr 2003	15.0
UT 755.....	PSV	221'	5,450	3,115	2nd Qtr 2003	13.0
UT 722L.....	AHTS	260'	16,320	2,000	3rd Qtr 2003	31.0
UT 722L.....	AHTS	260'	16,320	2,000	4th Qtr 2003	31.0
TOTAL						----- \$132.7

PSV: Platform supply vessel.

AHTS: Anchor handling, towing and supply vessel.

- (a) The cost of any vessel could change with the addition or deletion of equipment or an alteration in the design of the vessel.
- (b) PSV day rates are based on the average of term day rates for the past 24 months published by ODS-Petrodata Group in The OMEGA Report: North Sea Supply Vessels (February 2002). AHTS vessel day rates reflect the 24 month average of the spot day rates published monthly by ODS-Petrodata because spot day rates are more representative of the AHTS vessel market. We believe that ODS-Petrodata is a recognized industry source for information relating to vessel day rates. These rates are averages of historical rates and are meant only to provide an estimate of expected income from the vessels. We cannot assure you that we will be able to obtain or maintain charters at these rates.
- (c) EBITDA represents operating income plus depreciation and amortization. EBITDA is not necessarily a measure of our ability to fund cash needs. While EBITDA should not be construed as a substitute for operating income or as a better indicator of liquidity than cash flows from operating activities, which are determined in accordance with generally accepted accounting principles, EBITDA is included herein to provide additional information with respect to our ability to fund our future debt service, capital expenditures and working capital requirements. EBITDA is included herein because we believe that certain investors find it to be a useful tool for measuring our performance.

SEA TRUCK ACQUISITION

On June 21, 2001, we acquired all the shares of Sea Truck Holding, AS, a privately held Norwegian company which owns five PSVs, four of which operate in the North Sea. The purchase price of \$61.8 million was comprised of \$38.6 million in cash and approximately \$23.2 million of assumed Sea Truck debt. Approximately \$18.4 million of the cash portion of the acquisition was funded from borrowings under our existing revolving line of credit while the remainder was funded from cash on hand.

This acquisition expands our growing presence in the Norwegian sector of the North Sea. Additionally, we acquired a high-quality, young fleet of vessels with existing contracts and an experienced management team.

S-2

The following information identifies the vessels acquired in the Sea Truck transaction:

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

VESSEL -----	DESIGN -----	YEAR BUILT -----	CHARTER TERM -----
Stream Truck.....	UT 745	1998	to September 2004 + options
Stout Truck.....	UT 755	1998	to April 2003
Safe Truck.....	UT 755	1996	to April 2003
Sound Truck.....	UT 705	1983	to January 2006
Zacharias.....	UT 705	1979	to April 2003 with purchase obligation of the charterer

We estimate that EBITDA related to the Sea Truck acquisition will be approximately \$7.8 million for 2002. Our estimate is based on current contracts and budgeted operating costs and excludes the Zacharias, which is treated as an installment sale and which will generate interest income under GAAP. EBITDA is not necessarily a measure of our ability to fund cash needs and is included because we believe that certain investors find it to be a useful tool for measuring our performance. See "Unaudited Pro Forma Condensed Consolidated Statements of Income" for the pro forma impact of the Sea Truck acquisition on the results of operations for the year ended December 31, 2001.

2001 RESULTS AND MARKET CONDITIONS

We reported earnings per diluted share of \$2.64 for the year ended December 31, 2001, excluding a deferred tax reversal of \$1.87 per diluted share, see "Tonnage Tax", versus \$0.65 for 2000, excluding the gain on a sale of a vessel. This fourfold increase reflects the partial-year impact of the addition of nine owned vessels to our fleet and continued strength in our primary markets during 2001. The fleet additions resulted from the acquisition of five vessels from Sea Truck, two vessels acquired from Clear Seas Offshore Ltd., the purchase of the Highland Patriot and the delivery of the first of the nine newbuilds. All of our primary markets, (North Sea, Southeast Asia and Brazil) were characterized by high utilization which, in turn, created an improvement in day rates over the prior year and resulted in increased revenues and operating income. We have already received delivery of two of the four newbuilds scheduled for delivery in 2002.

During the first part of the first quarter of 2002, the North Sea experienced the usual seasonal slowdown in activity, which has resulted in a reduction of our utilization and day rates for the spot market versus the fourth quarter of 2001. The North Sea term market, however, has remained quite strong as evidenced by the three year charter, plus options, for the Highland Navigator at a day rate 15-20% above the 2001 fourth quarter average for our North Sea fleet. In order to help accelerate the recovery in the region, we placed our smallest PSV, the Highland Legend, in layup during the first part of January and anticipate bringing the vessel out in late March. This factor, when coupled with the acceleration of required vessel drydockings into the first quarter of 2002 will result in a reduction in the first quarter 2002 net income when compared to \$0.78 per diluted share we reported for the fourth quarter of 2001. The extent of the reduction will be dependent upon the number and duration of the drydockings, downtime associated with the layup of the Highland Legend and the level of spot market utilization and dayrate on the one remaining vessel with spot market exposure. We expect the spot market to recover quickly once the construction season begins in late March or early April and continue strong throughout the balance of the year. We also anticipate the term market will continue at the same or greater levels which will allow us to contract the newbuild vessels, as well as vessels coming off existing contracts, at attractive day rates.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

FLEET AVAILABILITY

A significant portion of our available fleet is committed under contracts of various terms. This represents the highest level of forward contract cover in our history. The greater contract coverage in 2002 is a function of our customers' increased demand for long-term contracts for our newer, technologically advanced vessels and our desire to have high visibility of future earnings growth. The following table outlines the percentage of our forward days under contract as of March 5, 2001 and 2002:

	AS OF MARCH 5, 2001		AS OF MARCH 5, 2002	
	2001	2002	2002	2003
	VESSEL DAYS	VESSEL DAYS	VESSEL DAYS	VESSEL DAYS
North Sea Based Fleet.....	82.0%	43.9%	88.1%	56.3%
Southeast Asia Based Fleet.....	43.4%	1.4%	38.0%	5.4%
Brazil Based Fleet.....	86.6%	0.0%	80.2%	26.3%
Overall Fleet.....	68.9%	25.6%	73.5%	40.0%

NEW CREDIT FACILITY

Subsequent to year end, we executed a commitment letter for a new credit facility (the New Credit Facility) to replace the existing \$75 million credit facility. The New Credit Facility will be for a maximum of \$100 million (approximately \$60 million of which will be available upon closing with the expectation that \$100 million will be available by year end) and will be secured by certain assets. The New Credit Facility is expected to close by March 31, 2002 and will begin reducing availability by \$4 million per quarter beginning 30 months after the closing with a final reduction of \$40 million at maturity, six years after closing. The interest rate will range from LIBOR plus a margin of 1.2% to 1.5% depending on our leverage ratio. If the New Credit Facility had been in effect as of December 31, 2001, the margin would have been 1.3%. The New Credit Facility includes a commitment fee of one-half of the margin on any undrawn portion of the available facility. The New Credit Facility will also require us, on a consolidated basis, to not exceed a maximum leverage ratio and to maintain a specified interest coverage ratio and a minimum net worth.

S-4

THE OFFERING

Common stock offered..... 1,250,000 shares(a)

Common stock outstanding
after the offering..... 9,449,137 shares(a)

Use of proceeds..... We estimate that we will receive net proceeds from the common stock offering of \$, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, assuming a share price of \$38.00, the last reported sale price on the Nasdaq National Market on March 8, 2002. We plan to use the net proceeds of the offering for:

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

- repayment of amounts borrowed under our existing credit facility; and

- general corporate purposes, which may include funding of our new vessel construction program, the repayment of Sea Truck debt and the acquisition of other vessels.

Net proceeds will be invested in short-term investments until they are used.

Nasdaq National Market
symbol..... GMRK

(a) Does not include shares that may be issued to the underwriters pursuant to their over-allotment option. If the underwriters exercise their over-allotment option in full, the total number of shares of common stock offered will be 1,437,500 shares and the total number of outstanding shares of our common stock will be 9,636,637. We had 8,199,137 shares of common stock outstanding on March 8, 2002.

S-5

RISK FACTORS

Any investment in our securities involves significant risks. You should carefully consider the risk factors described below before deciding whether to invest in our securities. The risks and uncertainties described below are not the only ones we face. You should also carefully read and consider all of the information we have included, or incorporated by reference, in this prospectus supplement or on page 4 of the accompanying prospectus, before you decide to invest in our securities. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business.

THE VESSELS UNDER CONSTRUCTION MAY NOT BE COMPLETED ON SCHEDULE AND THERE MAY BE COST OVERRUNS.

Risk of delay and cost overruns are inherent in any large construction project and result from numerous factors, including the following:

- shortages of equipment, materials or skilled labor;
- unscheduled delays in the delivery of ordered materials and equipment;
- unanticipated cost increases;
- design problems; and
- shipyard failures.

While we have encountered no significant problems in the past with the shipyards that are constructing the vessels, we can make no guarantee that the vessels will be completed as promised or that there will be no cost overruns.

AN INCREASE IN SUPPLY OF OFFSHORE MARINE VESSELS WOULD LIKELY HAVE A NEGATIVE EFFECT ON THE CHARTER RATES FOR OUR VESSELS, WHICH COULD REDUCE OUR EARNINGS.

Excess vessel capacity in the industry can result primarily from the construction of new vessels and the mobilization of vessels between market areas. During the last few years there has been a significant increase in

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

construction of vessels of the type operated by us, for use both in the Gulf of Mexico and the North Sea. The addition of new capacity to the worldwide offshore marine fleet has increased competition in those markets where we operate. Further, we are committed to the construction of six additional new vessels under our new-build program. Delivery of these vessels is scheduled to continue through the fourth quarter of 2003. If demand for our vessels decreases, we can not cancel the construction or delivery of these new vessels. This new capacity, coupled with a decrease in demand or a prolonged period of low oil and gas prices in the future, would likely have a material adverse effect on our financial condition and results of operations.

WE MAY BE UNABLE TO COMPLY WITH NEW INTERNATIONAL MARITIME ORGANIZATION REGULATIONS THAT RELATE TO THE CERTIFICATION OF OUR CREWS AND VESSELS BY THE TIME THEY ARE EFFECTIVE.

On or before July 2002, certain crew and vessel certifications will be required by regulations of the International Maritime Organization, and we cannot assure you that we can satisfy the regulations on a timely basis. If we fail to satisfy the requirements of the new regulations by the deadline, we could be prevented or encumbered from operating the non-qualified vessels in many markets.

S-6

WE ARE SUBJECT TO WAR, SABOTAGE AND TERRORISM RISK.

The impact that the terrorist attacks of September 11, 2001 may have on the energy industry in general, and on us in particular, is not known at this time. Uncertainty surrounding retaliatory military strikes or a sustained military campaign may affect our operations in unpredictable ways, including changes in the insurance markets, disruptions of fuel supplies and markets, particularly oil, and the possibility that infrastructure facilities, including pipelines, production facilities, refineries, electric generation, transmission and distribution facilities, could be direct targets of, or indirect casualties of, an act of terror. War or risk of war may also have an adverse effect on the economy. The terrorist attacks on September 11, 2001, and the changes in the insurance markets attributable to the terrorist attacks, have resulted in a hardening of the insurance market. We maintain insurance coverage against casualty and liability risks and have renewed our primary insurance program for the insurance year 2002-2003. As a result of the events of September 11, 2001, the cost to cover war risks on our vessels has increased and could substantially increase over prior years' policies as it was included in the cost of our other coverage. We will evaluate the need to maintain this coverage as it applies to our fleet in the future. We believe our insurance is adequate, and we have never experienced a loss in excess of policy limits. There is no assurance that our insurance coverage will be available or affordable and, if available, whether it will be adequate to cover future claims that may arise.

Instability in the financial markets as a result of war, sabotage or terrorism could also affect our ability to raise capital and could also adversely affect the oil, gas and power industries and restrict their future growth.

S-7

USE OF PROCEEDS

We expect the net proceeds from the sale of the common stock to be approximately \$ million, after deducting underwriters' discounts and commissions and estimated offering expenses payable by us, assuming a share

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

price of \$38.00, the last reported sale price on March 8, 2002, on the Nasdaq National Market. We plan to use the net proceeds for:

- repayment of amounts borrowed under our existing credit facility; and
- general corporate purposes, which may include funding of the our new vessel construction program, the repayment of Sea Truck debt and the acquisition of other vessels. See "Recent Developments -- New Vessel Construction Program" and "Recent Developments -- Sea Truck Acquisition".

At March 5, 2002, we had \$43.6 million outstanding under our credit facility at an effective interest rate of 3.0%. Amounts borrowed were used to partially fund the Sea Truck acquisition (\$24.9 million) and the February 2002 deliveries of the Highland Navigator and North Mariner (\$18.7 million).

S-8

CAPITALIZATION

The following table sets forth, as of December 31, 2001:

- our actual capitalization;
- our pro forma capitalization which gives effect to the delivery of two PSVs in February 2002 (Highland Navigator and North Mariner and certain progress payments on the remaining undelivered newbuilds); and
- our pro forma as adjusted capitalization, which reflects the pro forma adjustments described above, and the receipt and application as described under "Use of Proceeds" of the estimated net proceeds to us from this offering.

	As of December 31, 2001		
	----- (In thousands) -----		
	ACTUAL	PRO FORMA	PRO FORMA AS ADJUSTED (A)
	----- (Audited)	----- (Unaudited)	----- (Unaudited)
	-----	-----	-----
Cash and cash equivalents.....	\$ 21,923	\$ 7,473	\$ 8,479
Debt:			
Credit facility.....	\$ 24,850	\$ 43,600	\$ --
8 3/4% Senior Notes due 2008.....	129,723	129,723	129,723
Sea Truck borrowings.....	21,685	21,685	21,685
Other borrowings.....	8,771	8,771	8,771
Total debt.....	\$185,029	\$203,779	160,179
Minority Interest.....	1,128	1,128	1,128
Stockholders' equity:			
Preferred stock, no par value; 2,000,000 authorized; no shares issued.....	\$ --	\$ --	\$ --
Common stock, \$0.01 par value; 15,000,000 shares authorized, 8,199,173 actual and pro forma and (as adjusted) shares issued and			

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

outstanding.....	82	82	82
Additional paid in capital.....	63,239	63,239	107,845
Retained earnings.....	94,750	94,750	94,750
Cumulative translation adjustment.....	(24,679)	(24,679)	(24,679)
	-----	-----	-----
Total stockholders' equity.....	133,392	133,392	177,998
	-----	-----	-----
Total capitalization.....	\$319,549	\$338,299	\$339,305
	=====	=====	=====

(a) Net proceeds from this offering reduce borrowings under our credit facility with excess amounts added to our cash balances.

S-9

SELECTED CONSOLIDATED FINANCIAL OPERATING DATA

Our historical financial data included in the table below as of and for each of the years ended December 31, 1997, 1998, and 1999 are derived from our consolidated financial statements audited by Arthur Andersen LLP, independent accountants. The historical financial data included in the table below as of and for the years ended December 31, 2000 and 2001, are derived from our consolidated financial statements audited by Ernst & Young LLP.

The data presented below should be read in conjunction with our consolidated financial statements, including the notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" incorporated by reference in this prospectus supplement and the attached prospectus.

	YEAR ENDED DECEMBER 31,				
	1997	1998	1999	2000	2001
	-----	-----	-----	-----	-----
OPERATING DATA:					
Revenues.....	\$46,019	\$86,194	\$72,258	\$ 77,702	\$114,063
Direct operating expenses.....	18,231	30,881	34,127	34,060	43,403
Bareboat charter expense.....	--	3,221	7,089	6,661	8,931
General and administrative expenses.....	5,364	5,718	6,087	6,328	7,623
Depreciation and amortization.....	6,711	11,345	12,420	12,613	15,327
	-----	-----	-----	-----	-----
Operating income.....	15,713	35,029	12,535	18,040	38,779
Gain on sale of assets.....	--	2,930	--	3,651	--
Interest expense, net.....	(3,819)	(8,208)	(9,501)	(10,731)	(11,569)
Loss from unconsolidated venture.....	--	--	(865)	(214)	--
Other income (expense), net.....	(73)	(146)	--	217	(1,501)
Income tax (provision) benefit.....	(3,626)	(8,816)	(308)	(3,056)	12,213
	-----	-----	-----	-----	-----
Income from continuing operations.....	\$ 8,195	\$20,789	\$ 1,861	\$ 7,907	\$ 37,922
Earnings per share from continuing operations (diluted) (a).....	\$ 1.11	\$ 2.52	\$ 0.22	\$ 0.95	\$ 4.51
Weighted average common shares (diluted) (a).....	7,413	8,255	8,271	8,326	8,403
OTHER DATA:					
EBITDA (b).....	\$22,424	\$46,374	\$24,955	\$ 30,653	\$ 54,106 (c)

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

Total vessels in fleet (d).....	30	38	51	47	50
Average number of owned or chartered vessels (e).....	23.0	28.7	31.8	33.6	38.0

- (a) Earnings per share is based on the weighted average number of shares of common stock and common stock equivalents outstanding.
- (b) EBITDA represents operating income plus depreciation and amortization. EBITDA is not necessarily a measure of our ability to fund cash needs. While EBITDA should not be construed as a substitute for operating income or as a better indicator of liquidity than cash flows from operating activities, which are determined in accordance with generally accepted accounting principles, EBITDA is included herein to provide additional information with respect to our ability to fund our future debt service, capital expenditures and working capital requirements. EBITDA is included herein because we believe that certain investors find it to be a useful tool for measuring our performance.
- (c) Pro forma EBITDA, adjusted to include the impact of the Sea Truck acquisition as of January 1, 2001, was \$59.0 million. This value does not include the full-year impact of the following fleet additions:
 - (1) Acquisition of the Highland Patriot in April, 2001;
 - (2) Acquisition of two vessels from Clear Seas in August, 2001; and
 - (3) Delivery of vessels under our nine vessel newbuild program -- one of which was delivered in July 2001, two of which were delivered in February 2002, two of which are scheduled to be delivered in the remainder of 2002 and four of which are scheduled to be delivered in 2003. See "Recent Developments -- New Vessel Construction Program".
- (d) Includes managed vessels in addition to those that are owned and chartered.
- (e) Includes owned and chartered vessels only. Adjusted for additions and dispositions occurring during each period. See "Business -- Our Fleet" for further information concerning our fleet.

S-10

MARKET FOR OUR COMMON STOCK

On March 8, 2002, the last reported sales price of our common stock on the Nasdaq National Market was \$38.00 per share. Our common stock is traded on the Nasdaq National Market under the symbol "GMRK."

As of March 8, 2002, and before the issuance of shares pursuant to this prospectus supplement, we had 8,199,137 shares of common stock outstanding.

PRICE RANGE OF COMMON STOCK AND DIVIDENDS

The table below provides information regarding our common stock for 1999, 2000 and 2001. Prices shown are from the Nasdaq National Market stock price history and reflect sales price of day quotes.

PRICE RANGE

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

	----- HIGH -----	----- LOW -----
1999		
First Quarter.....	\$19.88	\$11.56
Second Quarter.....	19.00	12.00
Third Quarter.....	22.38	16.00
Fourth Quarter.....	18.38	10.50
2000		
First Quarter.....	\$22.50	\$11.50
Second Quarter.....	26.25	16.75
Third Quarter.....	31.75	18.50
Fourth Quarter.....	31.00	21.00
2001		
First Quarter.....	\$35.00	\$23.75
Second Quarter.....	39.99	27.40
Third Quarter.....	34.00	22.00
Fourth Quarter.....	30.45	23.10
2002		
First Quarter (through March 8, 2002).....	\$40.33	\$26.21

We have not paid cash dividends on our common stock at any time during the periods reflected in the above table. Our credit facility prohibits us from paying dividends.

S-11

BUSINESS

OFFSHORE MARINE SERVICES INDUSTRY OVERVIEW

Our customers employ our vessels to provide services supporting the construction, positioning and ongoing operation of offshore oil and natural gas drilling rigs and platforms (Offshore Marine Services). This industry employs various types of vessels, referred to broadly as offshore support vessels, that are used to transport materials, supplies, equipment and personnel. Offshore Marine Service providers are employed by oil companies that are engaged in the offshore exploration and production of oil and natural gas and related services. Services provided by companies in this industry are performed in numerous locations worldwide. The Gulf of Mexico, the North Sea, offshore Southeast Asia, offshore West Africa and offshore Brazil are each major markets that employ a significant number of vessels. Vessel usage is also significant in other international areas, including India, Australia, the Persian Gulf and the Mediterranean Sea. The industry is relatively fragmented, with more than 20 major participants and numerous small regional competitors. Historically, few of these competitors have participated in all five of these major markets. We operate our fleet of 53 offshore supply vessels in four of the five major markets: 36 in the North Sea, 12 in Southeast Asia, three in Brazil and two in West Africa.

Our business is directly impacted by the level of activity in worldwide offshore oil and natural gas exploration, development and production, which, in turn, is impacted by trends in oil and natural gas prices. Oil and natural gas prices are affected by a host of geopolitical and economic forces, including the fundamental principles of supply and demand. Each of the major geographic offshore oil and gas production regions has unique characteristics that influence the economics of exploration and production and consequently the market for vessels in support of these activities. While there is some vessel interchangeability between geographic regions, barriers such as mobilization

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

costs and vessel suitability restrict migration of vessels between regions. This is most notably the case in the North Sea, where vessel design requirements dictated by the harsh operating environment restrict migration of vessels into that market and, to a lesser degree, high operating costs restrict migration out of the market. The effect of these restrictions on vessel migration is to segment various regions into separate markets.

GROWTH IN SIZE OF VESSEL FLEET

The size of our vessel fleet has grown from 47 vessels on December 31, 2000 to 53 vessels on March 5, 2002, due in large part to three transactions in which we acquired eight existing vessels, plus the delivery of the first three of nine newbuild vessels. Our managed fleet was reduced by five vessels, three of which we acquired. The expansion of the owned fleet from 30 to 41 vessels during the same period was the major factor affecting operating income in 2001. This expansion is also expected to provide the opportunity for growth in operating income in future periods. The first of the transactions was the acquisition of the Stirling Fyne, renamed the Highland Patriot, for \$6.9 million in April 2001, whereupon it was immediately chartered for one year, plus options of the charterer for extensions, at an attractive day rate. In June 2001, we acquired five vessels through the acquisition of Sea Truck in Norway for approximately \$61.8 million, of which \$38.6 million was in cash and \$23.2 million was the assumption of existing Sea Truck debt. Four of the vessels (Stream Truck, Stout Truck, Sound Truck and Safe Truck) were under term charters at the time of the acquisition with the fifth vessel (Zacharias) under a bareboat charter with an obligation to sell the vessel in 2003. In July 2001, we took delivery of the Highland Fortress, the first of nine newbuild vessels to be delivered over the 2001-2003 period. This vessel immediately went on contract for a primary term of three years, with options, at an attractive day rate. In August 2001 we acquired two previously managed vessels (Clwyd Supporter and Sefton Supporter) from Clear Seas, for approximately \$8.9 million in assumed debt. Both of these vessels have charters extending through June 2002, plus options. At the end of February 2002, we took delivery of two vessels under our newbuild program, the Highland Navigator and North Mariner. Both of these vessels are contracted under term charters beginning in

S-12

March 2002, for three and five year primary terms, respectively, with options. The following table reconciles the fleet size at the beginning of 2001 through March 5, 2002:

	OWNED VESSELS	BAREBOAT CHARTERED VESSELS	MANAGED VESSELS	TOTAL FLEET
	-----	-----	-----	-----
January 1, 2001.....	30	4	13	47
Highland Patriot.....	1	--	--	1
Sea Truck Acquisition.....	5	--	(1)	4
Clear Seas Vessels.....	2	--	(2)	--
Newbuild Program.....	1	--	--	1
Other.....	--	--	(2)	(2)
December 31, 2001.....	39	4	8	51
Newbuild Program.....	2	--	--	2
March 5, 2002.....	41	4	8	53
	==	==	==	==

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

VESSEL CLASSIFICATIONS

Offshore support vessels generally fall into seven functional classifications derived from their primary or predominant operating characteristics or capabilities. However, these classifications are neither precise nor rigid, and it is not unusual for a vessel to fit into more than one of the categories. These functional classifications are: (i) platform supply vessel, (ii) anchor handling, towing and supply vessel, (iii) construction support vessel, (iv) standby rescue vessel, (v) crewboat, (vi) specialty vessel and (vii) utility vessel.

- PLATFORM SUPPLY VESSELS (PSVS) serve drilling and production facilities and support offshore construction and maintenance work. They are differentiated from other offshore support vessels by their cargo handling capabilities, particularly their large capacity and versatility. PSVs utilize space on deck and below deck and are used to transport supplies such as fuel, water, drilling fluids, equipment and provisions. PSVs range in size from 150' to 200'. Large PSVs (LgPSVs) range up to 275' in length, with a few vessels somewhat larger, and are particularly suited for supporting large concentrations of offshore production locations because of their large, clear after deck and below deck capacities. The majority of the LgPSVs we operate function primarily in this classification but are also capable of service in construction support.
- ANCHOR HANDLING, TOWING AND SUPPLY VESSELS (AHTS) are used to set anchors for drilling rigs and tow mobile drilling rigs and equipment from one location to another. In addition, these vessels typically can be used in limited supply roles when they are not performing anchor handling and towing services. They are characterized by shorter after decks and special equipment such as towing winches. Vessels of this type with less than 10,000 brake horsepower (BHP) are referred to as small AHTS vessels (SmAHTS), while AHTS vessels in excess of 10,000 BHP are referred to as large AHTS vessels (LgAHTS). The most powerful North Sea Class AHTS vessels have up to 25,000 BHP. From time to time, all of our AHTS vessels also function as PSVs.
- CONSTRUCTION SUPPORT VESSELS are vessels such as pipe-laying barges or specially designed vessels, such as pipe carriers, used to transport the large cargos of material and supplies required to support the construction and installation of offshore platforms and pipelines. A large number of our LgPSVs also function as pipe carriers. Our North Sea fleet has the distinction of being the only significant concentration of pipe carrier capable vessels outside of Scandinavian control.
- STANDBY RESCUE VESSELS (STBY) perform a safety patrol function for an area and are required for all manned locations in the United Kingdom sector of the North Sea. These vessels typically remain on station to provide a safety backup to offshore rigs and production facilities and carry special

S-13

equipment to rescue personnel. They are equipped to provide first aid and shelter and, in some cases, also function as supply vessels.

- CREWBOATS (CREW) transport personnel and cargo to and from production platforms and rigs. Older crewboats (early 1980s build) are typically 100' to 120' in length and are designed for speed and to transport

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

personnel. Newer crewboat designs are generally larger, 130' to 165' in length and can be longer with greater cargo carrying capacities. They are used primarily to transport cargo on a time-sensitive basis.

- SPECIALTY VESSELS (SPV) generally have special features to meet the requirements of specific jobs. The special features include large deck spaces, high electrical generating capacities, slow controlled speed and varied propulsion thruster configurations, extra berthing facilities and long-range capabilities. These vessels are primarily used to support floating production storing and offloading (FPSOs), diving operations, remotely operated vehicles (ROVs), survey operations and seismic data gathering, as well as oil recovery, oil spill response and well stimulation. Some of our owned vessels frequently provide specialty functions, and two managed vessels are currently chartered for specialty functions.
- UTILITY VESSELS are typically 90' to 150' in length and are used to provide limited crew transportation, some transportation of oilfield support equipment and, in some locations, standby functions. We do not operate any vessels in this category.

THE NORTH SEA MARKET

We define the North Sea market as offshore Norway, Denmark, the Netherlands, Germany, Great Britain and Ireland, the Norwegian Sea and the area West of Shetlands. Historically, this has been the most demanding of all exploration frontiers due to harsh weather, erratic sea conditions, significant water depth and long sailing distances. Exploration and production operators in the North Sea market are typically large and well-capitalized entities (such as major oil companies and state-owned oil companies), in large part because of the significant financial commitment required in this market. Projects in the region tend to be fewer in number but larger in scope, with longer planning horizons than projects in regions with less demanding environments, such as the Gulf of Mexico. Consequently, vessel demand in the North Sea has generally been steadier and less susceptible to abrupt swings than vessel demand in other regions.

This market can be broadly divided into three areas: exploration, production platform support and field development or construction. Support of the more volatile exploration segment of the market represents the primary demand for AHTS vessels. While supply vessels support the exploration segment, they also support the production and field construction segments, which generally are not affected by frequent short-term swings in demand. However, since AHTS vessels are capable of performing in a supply role, the availability of AHTS vessels during prolonged periods of weakness in the exploration segment, as was experienced during 1999 and the first half of 2000, can put downward pressure on PSV demand.

Our North Sea fleet is oriented toward supply vessels which work in the more stable segments of production platform support and field development or construction, and includes 28 owned and bareboat chartered vessels (22 PSVs, two AHTS vessels, and four SpVs) and eight managed vessels (four PSVs, one AHTS vessel and three SpVs). Onshore bases in Aberdeen, Scotland and Liverpool, England support these vessels.

During the period of 1995-1998, the North Sea market experienced consistently high vessel utilization rates and increasing day rates. Increased drilling rig requirements during 1995 and 1996 led to a shortage of high specification drilling rigs. A number of long-term drilling contracts were signed during that period and, as demand increased in other regions, orders for new drilling rigs were placed. Accelerated activity in construction and development projects added to the demand for supply vessel services and by 1997 vessel demand was very strong. The positive market dynamics continued into the

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

first quarter of 1998. A drop in oil prices in the latter half of 1998 and into the first quarter of 1999 resulted in significant reductions in

S-14

spending plans for 1999 and caused demand for vessel services in 1999 to fall well below that experienced in 1997 and 1998. A number of the large integrated oil companies were merged and the consolidation process in the industry had an adverse near-term effect on the market for support vessel services. This slowdown in demand occurred in a period when a number of vessels entered the marketplace well ahead of the drilling rigs they were built to support. Most of these vessels were ordered in 1997 and 1998 in response to increased construction in the drilling industry and were delivered by the end of 1999. The vessel deliveries aggravated an oversupply condition caused by the reduction in development activity but was mitigated somewhat by vessels utilized in fiber optic cable installation and maintenance activity. In the second quarter of 2000, in response to higher commodity pricing and some increase in drilling activity, this market began to improve. This was at first evidenced by increased utilization rates for offshore support vessels and was followed by an improvement in day rates. The steady recovery continued throughout the balance of the year, with demand outside of the North Sea accelerating price recovery as deepwater locations in international markets competed for the available vessels. These factors allowed day rates and utilization to escalate to levels similar to those experienced during the high point of 1998. At the end of 2000 and throughout 2001, rates continued to improve, and, during the latter half of 2001, were above those experienced in the previous peak period of 1998, despite lower oil and natural gas prices.

The supply of vessels to the region has been a function of newbuild vessels delivered to the market and the migration of vessels to other markets, either permanently or for temporary assignments. The demand for existing vessels outside of the North Sea and the expanded role for deepwater projects in worldwide locations left the North Sea fleet largely in balance through the end of 1998. As oil and gas activity levels declined after the precipitous oil price drop in 1998-1999 and a number of newbuild vessels entered the market in advance of new deepwater drilling rigs which had been delayed, an excess of supply resulted and caused day rates and utilization to fall. The excess supply began to be absorbed in 2000 as vessels moved out of the North Sea in support of drilling rigs in other deepwater markets and as activity levels improved in the region. During the second half of 2000 and throughout 2001, many companies committed to a number of newbuild vessels with deliveries scheduled from 2001 through 2003. Industry sources have identified approximately 65 vessels outside of the United States and Canada which are scheduled to be delivered over the two year period 2002-2003. These newbuild vessels are generally designed to meet the expanding demand for deepwater support vessels not only in the North Sea but in the other major deepwater markets of the world.

THE SOUTHEAST ASIA MARKET

We define the Southeast Asia market as offshore Asia bounded roughly on the west by the Indian subcontinent and on the north by China. This market includes offshore Brunei, Cambodia, Indonesia, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam. The design requirements for vessels in this market are generally similar to the requirements of the shallow water Gulf of Mexico. However, advanced exploration technology and rapid growth in energy demand among many Pacific Rim countries have led to more remote drilling locations, which has increased both the overall demand in this market and the technical requirements for vessels. We believe that a number of exploration and production projects planned or underway could increase the future demand for Offshore Marine Services in the Southeast Asia market.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

The Southeast Asia market differs country by country, but the competitive environment is broadly characterized by a large number of small companies, in contrast to many of the other major offshore exploration and production areas of the world, where a few large operators dominate the market. Affiliations with local companies are generally necessary to maintain a viable marketing presence. Our management has been involved in the region since the mid-1970s, and we currently maintain long-standing business relationships with a number of local companies.

Vessels in this market are typically smaller than those operating in areas such as the North Sea. Yet, the varying weather conditions, annual monsoons and long distances between supply centers in Southeast Asia have allowed for a variety of vessel designs to compete in this market, each suited for a particular set of operating parameters. Vessels designed for the Gulf of Mexico and other areas where moderate weather

S-15

conditions prevail have historically made up the bulk of the Southeast Asian fleet. In the middle part of the 1990s there was pressure (most notably from Malaysia) to upgrade offshore vessel capabilities by establishing limits on the age of vessels working in certain countries' territorial waters and encouraging construction of new vessels designed particularly to operate in this region. Demand for new vessels is developing in the region where deepwater projects occur or where oil and gas companies employ larger fleets of vessels. This trend toward newer vessels is less likely to be a factor in vessel selection during a period of reduced expenditures, as was experienced in part of 1999 and during much of 2000.

Changes in supply and demand dynamics have led at times, most recently during 1999, to an excess number of vessels in markets such as the Gulf of Mexico. It is possible that vessels currently located in the Arabian/Persian Gulf area, West Africa or the Gulf of Mexico could relocate to Southeast Asia. Not all vessels currently located in those regions would be able to operate in Southeast Asia. Furthermore, transferring a vessel from the Gulf of Mexico to Southeast Asia would involve a significant cash and opportunity cost. Historically, there has been some movement between these operating areas, but vessel movements have not been a major factor in the Southeast Asia vessel market.

Indonesia is the only member of OPEC in the region. Oil and natural gas exploration activity in Indonesia has historically focused on oil exploration. Several large projects have now been identified that would exploit gas reserves. Indonesian-based operations utilize the largest number of service vessels in the region. Demand in Indonesia has seen a number of peaks and valleys during the past decade. In 1992, demand softened as exploration activities were reduced while some of the major oil companies renegotiated their production royalty and tax structures with local authorities. This reversed somewhat in 1993 and 1994, as some agreements were reached. However, in 1995, the oil companies pressed for further modifications to their production royalty and tax structures and reduced their exploration budgets, resulting in lower-than-expected activity in 1995 and only marginal improvement in 1996 and 1997. The market improved in early 1998 as part of a general improvement throughout Southeast Asia but turned lower in 1999 as a result of an overall worldwide slowdown in exploration and development expenditures. During 2000, as markets in other regions rebounded, this market lagged behind with several brief upturns only to be followed by contractions back to the previously reduced levels. During 2001, activity levels improved and both day rates and utilization were consistently higher than at any time in the prior two years. Subsequent to the end of 2001, activity levels have remained relatively high and day rates have also continued to be steady.

In the first quarter of 2000, we secured a contract for one of the newbuild

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

vessels completed in 1999 to work for a major oil company in Indonesia. This development was important because it marked a shift from the historical demand of the commodity type vessels which have dominated this market in the past to newer, more technologically advanced service vessels. This contract, which was originally for two years, was extended at a higher day rate until August of 2002.

THE BRAZILIAN MARKET

Similar to the North Sea, the Brazilian market requires highly sophisticated vessels due to the harsh operating environment. We have experienced success in meeting the market requirements through owned, managed and bareboat chartered vessels and will look to our existing and newbuild fleet to meet the expanding demand for vessels in this important market.

Over the last several years, the Brazilian government has opened up the petroleum industry to private investment. The early bid rounds resulted in extensive commitments by major international oil companies and consortiums of independents, which have explored and will continue to explore the offshore blocks awarded in the lease sales. This has created a demand for deepwater AHTS and PSV vessels in support of the drilling and exploration activities that has been met primarily from mobilization of vessels from other regions. As this activity increases throughout 2002-2003 to meet the commitments of the oil companies to the Brazilian government, there will be a growing demand for offshore support vessels. In addition, Petroleo Brasileiro S.A. (Petrobras), the Brazilian national oil company, has announced expansion plans for the next several years which will create additional demand for offshore support vessels. We have been

S-16

active in bidding on additional work with both Petrobras and the consortiums and believe we will be successful in the award of a contract for additional vessels in the region.

The Seapower has been operating in Brazil since 1995 under a contract with Petrobras, which runs into October 2003. The Leopard Bay, an AHTS vessel built by Sanko Steamship Co. Ltd., (Sanko) and bareboat chartered by us for three years, began a three-year contract with Petrobras in November 1998 which was extended into June 2002. During 2000, we exercised our option to extend the bareboat charter for this vessel for an additional year through June 2003. We contracted a third vessel, the Highland Scout, to Petrobras in January 2000 for an initial period of six months which was extended several times during that year. At the end of 2001, we extended the contract for an additional year at a higher day rate. In the first quarter of 2001, we mobilized two of our managed PSVs, the Torm Kestrel and Waveny Castle, to Brazil to work for BP in support of their drilling program offshore Belem, Brazil. Both of these vessels were returned to the North Sea on the completion of the drilling program in mid-2001.

THE WEST AFRICAN MARKET

During January 2000, we mobilized a bareboat chartered vessel from the North Sea market to Equatorial Guinea under a two-year contract with a major international oil company which was subsequently extended into 2003. This marked our entry into this market and was viewed as an important step for us in meeting the growing demand for deepwater capable vessels in the emerging West African Offshore Marine Services market. In 2001, we mobilized one of our managed AHTS vessels to West Africa in support of a construction/cable installation program. With the notable exploration successes which have been publicized by both major oil companies and independents operating in the area, we believe that the market in this region has one of the highest potentials for attracting North Sea

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

capable vessels. The heightened level of offshore expenditures has created an increase in the demand for vessels to support drilling operations in this region, as evidenced by the increase in vessel contracts awarded over the period 1999-2001. We believe that further demand will be created for both AHTS vessels and PSVs as expenditures to further delineate and exploit the deepwater discoveries are initiated by the international oil companies. This has been further evidenced in the first several months of 2002 as bid activity has increased for projects in Nigeria, Angola and Equatorial Guinea. We will look to our current fleet of vessels in addition to our newbuild vessels to meet the requirements of this market.

OUR FLEET

Our existing fleet as of March 5, 2002 includes 53 vessels. Of these vessels, 41 are owned by us (one of which, the Zacharias, is under an installment sale which obligates the charterer to purchase the vessel not later than April 2003), four are bareboat chartered from other owners and eight are under management for other owners. Additionally, there are six remaining vessels to be delivered as part of our newbuild program in Norway. Several of these vessels may replace four of the bareboat chartered vessels, all of which will be returned during the years 2003-2004.

S-17

FLEET	VESSEL	TYPE (a)	FLAG	DELIVERY	LENGTH (FEET)	BHP (b)	DWT (c)
NORTH SEA BASED (d)							
Owned	Clwyd Supporter.....	SpV	UK	1984	266	10,700	1,400
	Highland Champion.....	LgPSV	UK	1979	265	4,800	3,910
	Highland Drummer.....	LgPSV	UK	1997	221	5,450	3,115
	Highland Fortress.....	LgPSV	UK	2001	236	5,450	3,200
	Highland Legend.....	PSV	UK	1986	194	3,590	1,442
	Highland Navigator.....	LgPSV	UK	2002	275	9,600	4,320
	Highland Patriot.....	LgPSV	UK	1982	233	4,800	2,649
	Highland Pioneer.....	LgPSV	UK	1983	224	5,400	2,500
	Highland Piper.....	LgPSV	UK	1996	221	5,450	3,115
	Highland Pride.....	LgPSV	UK	1992	265	6,600	3,075
	Highland Rover.....	LgPSV	UK	1998	236	5,450	3,200
	Highland Spirit.....	SpV	UK	1998	202	6,000	1,800
	Highland Sprite.....	SpV	UK	1986	194	3,590	1,442
	Highland Star.....	LgPSV	UK	1991	265	6,600	3,075
	Highland Warrior.....	LgPSV	Bermuda	1981	265	5,300	4,049
	North Prince.....	LgPSV	UK	1978	259	6,000	2,717
	Safe Truck.....	LgPSV	UK	1996	221	5,450	3,115
	Sefton Supporter.....	SpV	UK	1971	250	1,620	1,233
	North Challenger.....	LgPSV	Norway	1997	221	5,450	3,115
	North Crusader.....	AHTS	Norway	1984	236	12,000	2,064
	North Fortune.....	LgPSV	Norway	1983	264	6,120	3,366
	North Mariner.....	LgPSV	Norway	2002	275	9,600	4,320
	North Vanguard.....	LgPSV	Norway	1990	265	6,600	4,000
	Sound Truck.....	LgPSV	Norway	1983	265	6,120	3,370
	Stout Truck.....	LgPSV	Norway	1998	221	5,450	3,115
	Stream Truck.....	LgPSV	Norway	1998	276	9,600	4,320
	Highland Bugler (e).....	LgPSV	TBD	2002	221	5,450	3,115
	Highland Courage (e).....	AHTS	TBD	2002	260	16,320	2,000
	TBN UT 755 (e).....	LgPSV	TBD	2003	221	5,450	3,115
	TBN UT 755L (e).....	LgPSV	TBD	2003	236	5,450	3,200

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

involving several of our vessels for periods ranging from a few days or months to more than a year. The contracts are generally not cancelable except for unsatisfactory performance by the vessel. The loss of a major customer could have a material adverse effect on our financial condition and results of operations if a replacement is not obtained.

Contract or charter durations vary from single-day to multi-year in length, based upon many different factors that vary by market. Historically, term charters in the Offshore Marine Services industry have generally extended from six months to one year in length. Additionally, there are "evergreen" charters (also known as "life of field" or "forever" charters), and at the other end of the spectrum, there are "spot" charters and "short duration" charters, which can vary from single voyage to charters of less than six months. Longer duration charters are more common where equipment is not as readily available or specific equipment is required. In the North Sea, multi-year charters have been more common, and we believe that term charters constitute the majority of the market. Term charters in Southeast Asia are currently somewhat less common than in the North Sea and generally are two years or shorter in length. In the developing Brazil and West Africa markets, term charters are relatively common due to the harsh operating conditions, the scarcity of quality equipment and the distance to larger markets. In addition, charters for vessels in support of floating production, FPSOs are typically "life of field" or "full production horizon charters". Because of frequent renewals, the stated duration of charters may have little correlation with the length of time the vessel is actually contracted to a particular customer.

Bareboat charters are contracts for vessels, generally for a term in excess of one year, whereby the owner transfers all market exposure for the vessel to the charterer in exchange for an arranged fee. The charterer has the right to market the vessel without direction from the owner. In addition to bareboat charter fees paid to the owner, the charterer is responsible for providing the crew and all operating costs for the vessel. No depreciation expense is borne by the charterer. Bareboat chartered vessels, in comparison to identical owned vessels with the same day rate, generate the same revenue but less operating income since bareboat charter expense is generally higher than depreciation expense and less operating cash flow since bareboat charter expense is a cash cost.

Managed vessels add to the market presence of the manager but provide limited direct financial contribution. Management fees are typically based on a per diem rate and are not subject to fluctuations in the charter hire rates. The manager is typically responsible for disbursement of funds for operating the vessel on behalf of the owner. Depending on the level of service provided by the manager, fees for services range from \$5,000 to \$10,000 per month per vessel.

Substantially all of our charters are fixed in British pounds, Norwegian Kroner and U.S. dollars. We attempt to reduce currency risk by matching each vessel's contract revenue to the currency matching its operating expenses.

We compete with approximately 15-20 companies in the North Sea market and numerous small and large competitors in the Southeast Asia market principally on the basis of suitability of equipment, price and service. Also, in certain foreign countries, preferences are given to vessels owned by local companies. We have attempted to mitigate some of the impact of such preferences through affiliations with local companies. Some of our competitors have significantly greater financial resources than we do.

S-19

ENVIRONMENTAL AND GOVERNMENT REGULATION

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

We must comply with extensive government regulation in the form of international conventions, federal and state laws and regulations in jurisdictions where our vessels operate and/or are registered. These conventions, laws and regulations govern matters of environmental protection, worker health and safety, and the manning, construction and operation of vessels. We believe that we are in material compliance with all applicable laws and regulations. The International Maritime Organization recently made the regulations of the International Safety Management (ISM) Code mandatory. The ISM Code provides an international standard for the safe management and operation of ships, pollution prevention and certain crew and vessel certifications which is effective, unless extended by governmental authorities, on July 1, 2002. While we believe the company will be in compliance on the effective date, no assurance can be given that compliance will be completed on a timely basis. The risks of incurring substantial compliance costs, liabilities and penalties for non-compliance are inherent in offshore marine operations. Compliance with environmental, health and safety laws and regulations increases our cost of doing business. Additionally, environmental, health and safety laws change frequently. Therefore, we are unable to predict the future costs or other future impact of environmental, health and safety laws on our operations. There is no assurance that we can avoid significant costs, liabilities and penalties imposed as a result of governmental regulation in the future.

OPERATIONAL RISKS AND INSURANCE

Our operations are subject to various operating hazards and risks, including:

- adverse sea and weather conditions;
- mechanical failure;
- navigation errors;
- collision;
- oil and hazardous substance spills, containment and clean up;
- labor shortages and strikes;
- damage to and loss of drilling rigs and production facilities; and
- war, sabotage and terrorism risks.

These risks present a threat to the safety of personnel and to our vessels, cargo, equipment under tow and other property, as well as the environment. We could be required to suspend our operations or request that others suspend their operations as a result of these hazards. Third parties may have significant claims against us for damages due to personal injury, death, property damage, pollution and loss of business.

We maintain customary insurance coverage for casualty and liability risks. We have renewed our primary insurance program for the insurance year 2002-2003. As a result of the events of September 11, 2001, the cost to cover war risks on our vessels has increased and could substantially increase over prior years' policies. We will evaluate the need to maintain this coverage as it applies to our fleet in the future. There is no assurance that our insurance coverage will be available, or affordable in the future, and if available whether it will be adequate to cover future claims that may arise.

FOREIGN OPERATIONS

During the past five years, we derived substantially all of our revenues

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

from foreign sources. We therefore face risks inherent in conducting business internationally, such as:

- foreign currency exchange fluctuations or imposition of currency exchange controls;
- legal and governmental regulatory requirements;
- potential vessel seizure or nationalization of assets;
- import-export quotas or other trade barriers;
- difficulties in collecting accounts receivable and longer collection periods;
- political and economic instability;
- politically adverse tax consequences;
- difficulties and costs of staffing and managing international operations; and
- language and cultural differences.

S-20

In the past, these conditions or events have not materially affected our operations. However, we cannot predict whether any such conditions or events might develop in the future. Also, we organized our subsidiary structure and our operations in part based on certain assumptions about various foreign and domestic tax laws, currency exchange requirements, and capital repatriation laws. While we believe our assumptions are correct, there can be no assurance that taxing or other authorities will reach the same conclusion. If our assumptions are incorrect, or if the relevant countries change or modify such laws or the current interpretation of such laws, we may suffer adverse tax and financial consequences, including the reduction of cash flow available to meet required debt service and other obligations. Any of these factors could materially adversely affect our international operations and, consequently, our business, operating results and financial condition.

SEASONALITY OF BUSINESS

Our fleet operations are subject to seasonal factors. Operations in the North Sea are generally at their highest level during the months from April to August and at their lowest levels during November to February. Vessels operating in Southeast Asia are generally at their lowest utilization rates during the monsoon season, which moves across the Asian continent between September and early March. The actual monsoon season for a specific Southeast Asian location is about two months. In addition, operations in any market may be affected by unusually long or short construction seasons due to, among other things, abnormal weather conditions.

EMPLOYEES

At December 31, 2001, we had 300 employees located in the United States, the United Kingdom, Norway, Southeast Asia and Brazil. Additionally, through our contract with a crewing agency, we participate in collective bargaining arrangements with 753 contract crew members working on our North Sea vessels under evergreen employment agreements with wages renegotiated annually in June. We have no other collective bargaining agreements. Relations with our employees are considered satisfactory. To date, our operations have not been interrupted by strikes or work stoppages.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

PROPERTIES

Our principal executive offices are located in Houston, Texas, while operations are headquartered in Lafayette, Louisiana. For local support, we have offices and warehouse facilities in Singapore and Aberdeen, Scotland. All facilities except one owned facility in Aberdeen, Scotland are under lease. Our operations generally do not require highly specialized facilities, and suitable facilities are generally available on a lease basis as required.

S-21

UNDERWRITING

Under the underwriting agreement, which will be filed as an exhibit to a current report on form 8-K and incorporated by reference into this prospectus supplement and the accompanying prospectus, each of the underwriters named in the table below has severally agreed to purchase from us the respective number of shares of our common stock shown opposite its name below:

UNDERWRITER -----	NUMBER OF SHARES -----
Lehman Brothers Inc.	
A.G. Edwards & Sons, Inc.	
CIBC World Markets Corp.	
Stifel, Nicolaus & Company, Incorporated.....	

Total.....	1,250,000 =====

The underwriting agreement provides that the underwriters' obligations to purchase shares of our common stock depend on the satisfaction of the conditions contained in the underwriting agreement, including:

- the representations and warranties made by us to the underwriters are true;
- there is no material change in the financial markets; and
- we deliver customary closing documents to the underwriters.

We have granted the underwriters an option to purchase, from time to time until 30 days after the date of the underwriting agreement, in whole or in part, up to an aggregate of an additional 187,500 shares of our common stock at the public offering price less underwriting discounts and commissions shown on the cover page of this prospectus supplement. This option may be exercised to cover over-allotments, if any, made in connection with this offering. To the extent that the option is exercised, each underwriter will be obligated, so long as the conditions set forth in the underwriting agreement are satisfied, to purchase its pro rata portion of these additional shares based on the underwriter's percentage underwriting commitment in the offering as indicated in the preceding table and we will be obligated to sell the shares of our common stock to the underwriters.

The underwriters have advised us that they propose to offer the shares of common stock directly to the public at the public offering price set forth on

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

the cover page of this prospectus supplement, and to selected dealers, at such public offering price less a selling concession not in excess of \$ per share. The underwriters may allow, and the selected dealers may re-allow, a concession not in excess of \$ per share to brokers and dealers. If all the shares are not sold at the public offering price, the underwriters may change the offering price and other selling terms.

The following table summarizes the underwriting discounts and commissions we will pay to the underwriters. These amounts are shown assuming both no exercise and full exercise of the underwriters' over-allotment option to purchase up to 187,500 additional shares of our common stock.

	NO EXERCISE -----	FULL EXERCISE -----
Per share underwriting discounts and commissions to be paid by Gulfmark Offshore, Inc.	\$	\$
Total.....	\$	\$

We estimate that the total expenses of this offering, excluding underwriting discounts and commissions, will be approximately \$.

S-22

The underwriters may engage in over-allotment, stabilizing transactions, syndicate covering transactions, and penalty bids or purchases for the purpose of pegging, fixing or maintaining the price of the common stock, in accordance with Rule 104 of Regulation M under the Securities Exchange Act of 1934:

- Over-allotment involves sales by the underwriter of shares in excess of the number of shares the underwriter is obligated to purchase, which creates a syndicate short position. The short position may be either a covered short position or a naked short position. In a covered short position, the number of shares over-allotted by the underwriter is not greater than the number of shares that they may purchase in the over-allotment option. In a naked short position, the number of shares involved is greater than the number of shares in the over-allotment option. The underwriter may close out any short position by either exercising its over-allotment option or purchasing shares in the open market.
- Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.
- Syndicate covering transactions involve purchases of the common stock in the open market after the distribution has been completed in order to cover syndicate short positions. In determining the source of shares to close out the short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option. If the underwriter sells more shares than could be covered by the over-allotment option, which is called a naked short position, the position can only be closed out by buying shares in the open market. A naked short position is more likely to be created if the underwriter is concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

affect investors who purchase in the offering.

- Penalty bids permit the underwriters to reclaim a selling concession from a syndicate member when the common stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of the common stock or preventing or retarding a decline in the market price of the common stock. As a result, the price of the common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the Nasdaq National Market or otherwise and, if commenced, may be discontinued at any time.

In connection with this offering, the underwriters, other than Lehman Brothers Inc., and selling group members may engage in passive market making transactions in the common stock on the Nasdaq National Market in accordance with Rule 103 of Regulation M under the Securities Exchange Act of 1934 during the period before the commencement of offers or sales of common stock and extending through the completion of distribution. A passive market maker must display its bids at a price not in excess of the highest independent bid of the security. However, if all independent bids are lowered below the passive market maker's bid, that bid must then be lowered when specified purchase limits are exceeded.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common stock. In addition, neither we nor the underwriters make any representation that the underwriters will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

We, certain of our senior officers and two members of our board of directors, David J. Butters and Robert B. Millard, have agreed not to, directly or indirectly:

- offer for sale, sell, pledge or otherwise dispose of any shares of our common stock or securities convertible into or exchangeable for our common stock, other than shares of our common stock or other securities issued pursuant to our employee benefit plans, qualified stock option plans or other

S-23

employee compensation plans existing, or options, warrants or rights outstanding, on the date of this prospectus supplement; or

- enter into any swap or other derivatives transaction that transfers to another, in whole or in part, any of the economic benefits or risks of ownership of shares of our common stock,

whether any of these transactions is to be settled by delivery of shares of our common stock or other securities, in cash or otherwise, for a period of 90 days after the date of this prospectus supplement without first obtaining the written consent of Lehman Brothers Inc. We have also agreed not to file with the SEC any registration statement under the Securities Act of 1933 (other than on Form S-8 in connection with our employee plans) or to sell or grant options, rights or warrants with respect to any shares of our common stock or securities convertible into or exchangeable for our common stock, other than the grant of options pursuant to our option plans existing on the date of this prospectus

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

supplement, for a period of 90 days after the date of this prospectus supplement without first obtaining the written consent of Lehman Brothers Inc.

We have agreed to indemnify the underwriters against liabilities relating to this offering, including liabilities under the Securities Act of 1933 and liabilities arising from breaches of the representations and warranties contained in the underwriting agreement, and to contribute to payments that the underwriters may be required to make for these liabilities.

This prospectus supplement is not, and under no circumstances is it to be construed as, an advertisement or a public offering of shares in Canada or any province or territory thereof. Any offer or sale of shares in Canada will be made only under an exemption from the requirements to file a prospectus supplement or prospectus and an exemption from the dealer registration requirement in the relevant province or territory of Canada in which such offer or sale is made.

Purchasers of the shares of our common stock offered by this prospectus supplement may be required to pay stamp taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus supplement.

A prospectus in electronic format may be made available on the Internet sites or through other online services maintained by the underwriters or one or more of the selling group members participating in this offering, or by their affiliates. In those cases, prospective investors may view offering terms online and, depending upon the underwriter or the particular selling group member, prospective investors may be allowed to place orders online. The underwriters may agree with us to allocate a specific number of shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriters on the same basis as other allocations.

Other than the prospectus in electronic format, the information on the underwriters' or any selling group member's web site and any information contained in any other web site maintained by the underwriter or any selling group member is not part of this prospectus supplement or the accompanying prospectus or the registration statement of which this prospectus supplement and the accompanying prospectus form a part, has not been approved or endorsed by us or the underwriters or any selling group member in its capacity as underwriter or selling group member and should not be relied upon by investors.

Lehman Brothers Inc. is a subsidiary of Lehman Brothers Holdings, Inc., which will beneficially own an approximate 21.5% interest in us after this offering, and, as a result, may be deemed to be our affiliate. Because Lehman Brothers Holdings Inc. is the beneficial owner of more than 10% of our common equity, this offering is being conducted in compliance with NASD Conduct Rule 2720. As a result, the underwriters have informed us that they do not intend to confirm sales to discretionary accounts without the prior written approval of the customer. However, pursuant to Rule 2720, the appointment of a qualified independent underwriter is not required in connection with this offering, as a bona fide independent market (as defined in the NASD Conduct Rules) exists in the shares of our common stock.

Two of our directors, David J. Butters and Robert B. Millard, are managing directors of Lehman Brothers Inc. The board representation and ownership of Lehman Brothers Holdings Inc. enables it to

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

\$125,000,000

GULFMARK OFFSHORE, INC.

We may use this prospectus to offer the following securities for sale:

- Common stock;
- Preferred stock;
- Debt securities which will rank equally and ratably with our senior debt;
and
- Warrants to purchase our common stock.

We will provide the specific terms of the securities we are offering in supplements to this prospectus. A supplement may also update or change information contained in this prospectus. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement. You should read this prospectus and any related prospectus supplements carefully before you invest in our securities.

We may sell securities directly to one or more purchasers or to or through underwriters, dealers or agents. We will identify any underwriters, dealers or agents involved in the sale of securities in the accompanying prospectus.

Our common stock is traded on the Nasdaq National Market under the symbol "GMRK".

YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED UNDER THE CAPTION "RISK FACTORS" BEGINNING ON PAGE 4 BEFORE INVESTING IN OUR SECURITIES.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED THAT THIS PROSPECTUS IS ACCURATE OR COMPLETE. IT IS ILLEGAL FOR ANYONE TO TELL YOU OTHERWISE.

The Prospectus is dated August 28, 2000.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission using a shelf registration process. Under this shelf registration process, we may sell any combination of the securities described in this prospectus in one or more offerings up to a total dollar amount of \$125,000,000.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add to or update other information contained in this prospectus. You should read both this prospectus and the accompanying prospectus supplement, together with additional information described below under the heading "Where You Can Find More Information." This prospectus is preliminary and the information within may be changed when finalized.

TABLE OF CONTENTS

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

	PAGE

About This Prospectus.....	2
Where you Can Find More Information.....	3
The Company.....	4
Forward-Looking Statements.....	4
Risk Factors.....	4
Use of Proceeds.....	9
Ratio of Earnings to Fixed Charges.....	9
Description of Common Stock.....	9
Description of Preferred Stock.....	11
Description of Debt Securities.....	12
Description of Warrants.....	19
Plan of Distribution.....	21
Legal Matters.....	22
Experts.....	22

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS OR ANY ACCOMPANYING PROSPECTUS SUPPLEMENT. WE HAVE NOT AUTHORIZED ANYONE ELSE TO PROVIDE YOU WITH DIFFERENT INFORMATION. WE ARE NOT MAKING AN OFFER OF THESE SECURITIES IN ANY STATE WHERE THE OFFER IS NOT PERMITTED. YOU SHOULD NOT ASSUME THAT THE INFORMATION IN THIS PROSPECTUS OR ANY PROSPECTUS SUPPLEMENT IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE ON THE FRONT OF THE PROSPECTUS.

2

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file at the public reference rooms at the SEC's offices at the following locations:

Judiciary Plaza
Room 1024
450 Fifth Street, NW
Washington, DC 20549

7 World Trade Center
New York, NY 10048

Northwestern Atrium Center
500 West Madison St.
Suite 1400
Chicago, IL 60661

Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms.

We have filed a registration statement and related exhibits on Form S-3 with the SEC under the Securities Act of 1933. The registration statement contains additional information about us and our securities. You may read the registration statement and exhibits without charge at the SEC's public reference rooms, you may access same at the SEC's web site described above, or you may obtain copies from the SEC at prescribed rates.

The SEC allows us to "incorporate by reference" the information we file with the SEC, which means that we can disclose important information to you by referring to other documents on file with the SEC. Some information that we currently have on file is incorporated by reference and is an important part of this prospectus. Some information that we file later with the SEC will automatically update and supersede this information.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

We incorporate by reference the following documents that we have filed or may file with the SEC pursuant to the Securities Exchange Act of 1934:

- Annual Report on Form 10-K for the fiscal year ended December 31, 1999 (filed March 29, 2000); and
- Current Report on Form 8-K dated April 10, 2000 (filed April 14, 2000); and
- Current Report on Form 8-K dated May 10, 2000 (filed May 10, 2000); and
- Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (filed May 15, 2000); and
- Current Report on Form 8-K dated August 7, 2000 (filed August 7, 2000); and
- Current Report on Form 8-K dated August 8, 2000 (filed August 8, 2000); and
- Quarterly Report on Form 10-Q for the quarter ended June 30, 2000 (filed August 11, 2000); and
- All documents filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus and prior to the termination of this offering.

At your request, we will provide you with a free copy of any of these filings (except for exhibits, unless the exhibits are specifically incorporated by reference into the filing). You may request copies by writing or telephoning us at:

5 Post Oak Park, Suite 1170
Houston, Texas 77027-3414
(713) 963-9522
Attention: Edward A. Guthrie

3

THE COMPANY

We are one of the largest operators of vessels providing marine support and transportation services to the offshore oil and natural gas industry. The services provided by our 50 vessel fleet include:

- the transportation of drilling materials, supplies and personnel to offshore facilities and to drilling rigs;
- the towing of drilling rigs from one location to another;
- the support for the construction and removal of offshore pipelines and facilities; and
- vessel management services for other offshore vessel shipowners.

We have operations in four of the five major oil and natural gas exploration and development areas of the world:

- The North Sea, where we operate 16 owned vessels, 2 bareboat chartered vessels and 16 managed vessels;

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

- Southeast Asia, where we operate 12 owned vessels;
- Brazil, where we operate 2 owned vessels and one bareboat chartered vessel; and
- West Africa (Equatorial Guinea), where we operate one bareboat chartered vessel.

We also operate vessels in other regions of the world to meet customer requirements.

Our principal executive offices are located at 5 Post Oak Park, Suite 1170, Houston, Texas 77027-3414, and our telephone number at that address is (713) 963-9522.

FORWARD-LOOKING STATEMENTS

Some of the information included in this prospectus and in the documents we have incorporated by reference contains, and any prospectus supplement may contain, "forward-looking statements." Forward-looking statements relate to our future plans, objectives, expectations and intentions and are not based on historical facts. Forward-looking statements may include, among other things, business strategy and expectations concerning industry conditions, market position, future operations, margins, profitability, liquidity and capital resources. You can generally identify these statements by the use of words such as "anticipate," "believe," "estimate," "expect," "intend" or similar expressions.

These forward-looking statements are based on assumptions that we believe are reasonable, but they are open to a wide range of uncertainties and business risks, many of which are outside our control, including, but not limited to, those discussed under the heading "Risk Factors" below. As a result, our actual results of operations may differ materially from those expressed or implied by any forward-looking statements. We caution you not to place undue reliance on these forward-looking statements. Forward-looking statements speak only as of the date they are made. We will not update or revise any forward-looking statements unless the securities laws require us to do so.

RISK FACTORS

An investment in our securities involves significant risks. You should carefully consider the risk factors described below before deciding whether to invest in our securities. The risks and uncertainties described below are not the only ones we face. You should also carefully read and consider all of the information we have included, or incorporated by reference, in this prospectus, before you decide to invest in our securities. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business.

4

OUR BUSINESS RELIES ON THE OIL AND NATURAL GAS INDUSTRY.

Demand for our services depends on activity in offshore oil and natural gas exploration, development and production. The level of exploration, development and production activity is affected by factors such as:

- prevailing oil and natural gas prices;
- expectations about future prices;

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

- the cost of exploring for, producing and delivering oil and natural gas;
- the sale and expiration dates of available offshore leases;
- demand for petroleum products;
- current availability of oil and natural gas resources;
- the rate of discovery of new oil and natural gas reserves in offshore areas;
- local and international political and economic conditions;
- technological advances; and
- the ability of oil and natural gas companies to generate or otherwise obtain funds for capital.

During recent years, the level of offshore exploration, development and production activity has been volatile. A decline in the worldwide demand for oil and natural gas or prolonged low oil or natural gas prices in the future would likely result in reduced exploration and development of offshore areas and a decline in the demand for offshore marine services. Any such decrease in activity is likely to reduce our day rates and our utilization rates and, therefore, could have a material adverse effect on our financial condition and results of operations.

AN INCREASED SUPPLY OF OFFSHORE SUPPORT VESSELS COULD REDUCE DAY RATES, UTILIZATION RATES AND OPERATING MARGINS.

Charter rates for marine support vessels depend in part on the supply of vessels. Excess vessel capacity in the industry may occur in the event of any significant increase in the supply of offshore support vessels, which may result from:

- refurbishing vessels that have been taken out of service,
- converting vessels formerly dedicated to services other than offshore marine services,
- constructing new vessels, or
- moving vessels from one offshore market area to another.

During the period 1996 to 1998, construction of vessels of the type operated by us for use in the North Sea has significantly increased. The addition of new capacity to the worldwide offshore marine fleet is likely to increase competition in those markets where we presently operate, which in turn, could reduce day rates, utilization rates and operating margins. If this increased vessel capacity does not result in the retirement of older vessels, and a prolonged period of low oil and natural gas prices occurs in the future, our financial condition and results of operations may be adversely affected.

GOVERNMENT REGULATION COULD ADVERSELY AFFECT OUR BUSINESS.

We must comply with extensive government regulation in the form of international conventions, federal and state laws and regulations in jurisdictions where our vessels operate and/or are registered. These conventions, laws and regulations govern matters of environmental protection, worker health and safety, and the manning, construction and operation of vessels. We believe that we are in material

compliance with all applicable environmental, health and safety laws and regulations. We are not a party to any pending litigation or similar proceeding, and we are not aware of any threatened litigation or proceeding which, if adversely determined, would have a material adverse effect on our financial condition or results of operations. However, the risks of incurring substantial compliance costs, liabilities and penalties for non-compliance are inherent in offshore marine operations. Compliance with environmental, health and safety laws increases our costs of doing business. Additionally, environmental, health and safety laws change frequently. Therefore, we are unable to predict the future costs or other future impact of environmental, health and safety laws on our operations. There is no assurance that we can avoid significant costs, liabilities and penalties imposed as a result of governmental regulation in the future.

OPERATING HAZARDS INCREASE OUR RISK OF LIABILITY; WE MAY NOT BE ABLE TO FULLY INSURE AGAINST THESE RISKS.

Our operations are subject to various operating hazards and risks, including:

- adverse weather conditions,
- mechanical failure,
- navigation errors,
- collision, and
- oil and hazardous substance spills.

These risks present a threat to the safety of personnel and to our vessels, cargo, equipment under tow and other property, as well as the environment. We could be required to suspend our operations or request that others suspend their operations as a result of these hazards. Third parties may have significant claims against us for damages due to personal injury, death, property damage, pollution and loss of business.

We maintain insurance coverage against the casualty and liability risks listed above. We believe our insurance is adequate, and we have never experienced a loss in excess of policy limits. However, we may not be able to renew or maintain our existing insurance coverage at commercially reasonable rates or at all. Additionally, there is no assurance that our insurance coverage will be adequate to cover future claims that may arise.

WE RELY ON FOREIGN OPERATIONS.

During the past five years, we derived substantially all of our revenues from foreign sources. We therefore face risks inherent in conducting business internationally, such as:

- legal and governmental regulatory requirements;
- difficulties and costs of staffing and managing international operations;
- language and cultural differences;
- potential vessel seizure or nationalization of assets;

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

- import-export quotas or other trade barriers;
- difficulties in collecting accounts receivable and longer collection periods; political and economic instability;
- imposition of currency exchange controls; and
- potentially adverse tax consequences.

In the past, these conditions or events have not materially affected our operations. However, we cannot predict whether any such conditions or events might develop in the future. Also, we organized our subsidiary structure and our operations in part based on certain assumptions about various foreign and domestic tax laws, currency exchange requirements, and capital repatriation laws. While we believe our

6

assumptions are correct, there can be no assurance that taxing or other authorities will reach the same conclusion. If our assumptions are incorrect, or if the relevant countries change or modify such laws or the current interpretation of such laws, we may suffer adverse tax and financial consequences, including the reduction of cash flow available to meet required debt service and other obligations. Any of these factors could materially adversely affect our international operations and, consequently, our business, operating results and financial condition.

WE ARE EXPOSED TO FOREIGN CURRENCY FLUCTUATIONS.

We are exposed to currency fluctuations and exchange rate risks as a result of our foreign operations. To minimize the financial impact of these risks, we attempt to match the currency of operating costs with the currency of charter revenue. We occasionally enter into forward foreign exchange contracts to hedge specific foreign currency exposures, but we do not speculate in foreign currencies. Because we conduct a large portion of our operations in foreign currencies, any increase in the value of the U.S. dollar in relation to the value of applicable foreign currencies could adversely affect our operating revenues when translated into U.S. dollars. To date, currency fluctuations have not had a material impact on our financial condition or results of operations.

OUR FLEET OF OWNED VESSELS IS AGING, REQUIRING INCREASING CAPITAL EXPENDITURES.

As of July 31, 2000, the average age of our 30 owned offshore support vessel fleet was approximately 14 years, categorized as follows:

- the North Sea capable fleet, consisting of 18 vessels with an average age of 10 years; and
- the standard fleet, consisting of 12 vessels with an average age of 20 years.

Expenditures required for the repair, certification and maintenance of a vessel typically increase with vessel age. These expenditures may increase to a level at which they are not economically justifiable. We cannot assure you that we will have sufficient resources to maintain our fleet either by extending the economic life of existing vessels through major refurbishment or by acquiring new or used vessels.

COMPETITION COULD ADVERSELY AFFECT OUR BUSINESS.

We operate in a competitive industry. The principal competitive factors in

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

the marine support services industry include:

- price, service and reputation of vessel operators and crews;
- national flag preferences;
- operating conditions;
- suitability of vessel types;
- vessel availability;
- technical capabilities of equipment and personnel;
- safety and efficiency;
- complexity of maintaining logistical support; and
- cost of moving equipment from one market to another.

Many of our competitors have substantially greater resources than we have. Competitive bidding and downward pressures on profits and pricing margins could adversely affect our business, financial condition and results of operations.

7

WE HAVE A SIGNIFICANT AMOUNT OF DEBT.

We have significant indebtedness and will require substantial cash flow to meet our debt service requirements. At June 30, 2000, our total indebtedness was approximately \$130.2 million. After this offering, we may have increased indebtedness. A high level of indebtedness will affect our future operations in several ways, including the following:

- A substantial amount of our cash flow from operations is dedicated to the payment of interest on our indebtedness and is not available for other purposes.
- We may be more vulnerable to general adverse economic and industry conditions than some of our competitors who have less debt, and therefore, we may be at a competitive disadvantage.
- Covenants in our debt obligations require us to meet certain financial tests and limit our ability to borrow additional funds, make certain capital expenditures, or sell assets.
- We may experience difficulties in obtaining additional financing in the future for working capital, capital expenditures, acquisitions or general corporate purposes.

Our ability to meet our debt obligations will depend on our future performance. To the extent that we are unable to repay our indebtedness as it becomes due or at maturity with cash on hand or from other sources, we will need to refinance our debt, sell assets or repay the debt with the proceeds of an equity offering. There is no assurance that additional indebtedness or equity financing will be available to us in the future for the refinancing or repayment of existing indebtedness, nor can we give any assurance as to the timing of any asset sales or the proceeds that could be realized by us from any such asset sale.

WE HAVE A CONTINGENT LIABILITY FOR THE OPERATIONS OF OUR PREDECESSOR.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

GulfMark was formed as a spin-off from our predecessor and began separate trading on May 1, 1997. The assets remaining with the predecessor included a domestic erosion control business known as "Ercon" and an investment in the common stock of EVI, Inc. (now known as Weatherford, Inc.). In effecting the spin-off, we agreed to indemnify our predecessor, Weatherford and certain of their affiliates against:

- liabilities for all past and future claims and litigation against Weatherford or our predecessor stemming from the predecessor's or our offshore marine services operations;
- liabilities for claims and litigation against Weatherford, our predecessor, or its current or past subsidiaries and affiliates, including Ercon, arising out of acts or omissions prior to May 1, 1997; and
- any tax liabilities in the event the spin-off and related transactions are determined to be taxable.

We have established a reserve on our financial statements which we believe is adequate to cover the contingent liabilities that may arise under the indemnity. However, there is no assurance that the reserve is adequate. Any future successor of GulfMark would be required to assume these indemnity obligations, which may have the effect of delaying, deferring or preventing a change of control of GulfMark.

CONTROL BY OUR AFFILIATES MAY LIMIT THE ABILITY OF STOCKHOLDERS TO INFLUENCE THE OUTCOME OF DIRECTOR ELECTIONS AND OTHER MATTERS REQUIRING STOCKHOLDER APPROVAL.

As of August 18, 2000, Lehman Brothers Holdings, Inc. beneficially owned approximately 24.88%, and Estabrook Capital Management Inc. beneficially owned approximately 17.62%, of the issued and outstanding shares of our common stock. The Chairman of the Board of Directors and one additional director of GulfMark are employees of Lehman Brothers, Inc., which is an affiliate of Lehman Brothers Holdings, Inc. The ownership and board representation of Lehman Brothers Holdings, Inc. enables it to exercise substantial influence over the election of directors and other corporate matters requiring stockholder or board of directors approval. This concentration of ownership may also have the effect of delaying or preventing a change of control.

8

WE DEPEND ON KEY PERSONNEL.

We depend to a significant extent upon the efforts and abilities of our executive officers and other key management personnel. There is no assurance that these individuals will continue in such capacity for any particular period of time. The loss of the services of one or more of our executive officers or key management personnel could adversely affect our operations.

USE OF PROCEEDS

Unless we state otherwise in a prospectus supplement, we will use the net proceeds from the sale of the securities for general corporate purposes, which may include the repayment of debt, acquisitions, capital expenditures and working capital. We may temporarily invest funds we receive from the sale of the securities that we do not immediately need for these purposes.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges for the years indicated below was as

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

follows:

1995	YEARS ENDED DECEMBER 31,				6 MONTHS ENDED
	1996	1997	1998	1999	JUNE 30, 2000
1.1	2.3	3.1	3.5	1.1	(a)

(a) Earnings were insufficient to cover fixed charges and fixed charges exceeded earnings by approximately \$0.7 million.

Our ratios of earnings to fixed charges are calculated as follows:

- "earnings," which consist of consolidated income or loss from continuing operations plus income taxes, minority interest and fixed charges, except capitalized interest; and
- "fixed charges," which consist of consolidated interest on indebtedness, including capitalized interest, amortization of debt discount and issuance cost, and the estimated portion of rental expense deemed to be equivalent to interest.

DESCRIPTION OF COMMON STOCK

GENERAL

Our certificate of incorporation authorizes us to issue up to 15,000,000 shares of common stock, par value \$0.01 per share, and up to 2,000,000 shares of preferred stock, without par value. As of August 28, 2000, an aggregate of 8,161,399 shares of common stock and no shares of preferred stock were outstanding. Our common stock is listed on the Nasdaq National Market under the symbol "GMRK."

VOTING RIGHTS

Holders of common stock are entitled to one vote for each share on all matters submitted to a vote of our stockholders. Holders of common stock do not have any cumulative voting rights.

REMOVAL OF DIRECTORS; FILLING VACANCIES ON BOARD OF DIRECTORS; SIZE OF THE BOARD

Our directors may be removed, with or without cause, by vote of the holders of a majority of the shares then entitled to vote at an election of directors. Vacancies in a directorship or newly created directorships resulting from an increase in the number of directors may be filled by the vote of a majority of the remaining directors then in office, even though less than a quorum. Any director elected to fill a vacancy on the board serves for the remainder of the full term of the class of directors in which the new

directorship was created or in which the vacancy occurred. The number of directors is fixed from time to time by the board, but shall not be less than 3 nor more than 15 persons.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

SPECIAL MEETINGS OF THE STOCKHOLDERS

Our bylaws provide that special meetings of stockholders may be called only by our chairman or by a vote of the majority of our board of directors. Our stockholders do not have the power to call a special meeting.

DIVIDENDS

Subject to any preferences that may be applicable to any then-outstanding shares of preferred stock, holders of common stock are entitled to receive dividends at such times and amounts as may be declared by our board of directors. We do not intend to pay cash dividends on our common stock in the foreseeable future. Certain of our financing arrangements restrict the payment of cash dividends.

LIQUIDATION OR DISSOLUTION

In the event we liquidate, dissolve, or wind up our affairs, prior to any distributions to the holders of our common stock, our creditors and the holders of our preferred stock, if any, will receive any payments to which they are entitled. Subsequent to those payments, the holders of our common stock will share ratably, according to the number of shares held, in our remaining assets, if any.

OTHER PROVISIONS

Shares of our of common stock are not redeemable and have no subscription, conversion or preemptive rights.

TRANSFER AGENT AND REGISTRAR

The Transfer Agent and Registrar for our common stock is American Stock Transfer Trust Company.

PROVISIONS OF OUR CERTIFICATE OF INCORPORATION AND BYLAWS

We are a Delaware corporation. Certain Delaware laws are designed in part to make it more difficult and time consuming for a person to obtain control of our company. These provisions reduce the vulnerability of our company to an unsolicited takeover proposal. On the other hand, these provisions may have an adverse effect on the ability of stockholders to influence the governance of our company.

We have summarized certain provisions of our certificate of incorporation and bylaws below, but you should read our certificate of incorporation and bylaws for a more complete description of the rights of holders of our common stock.

LIMITATION OF DIRECTORS LIABILITY

Our certificate of incorporation contains provisions eliminating the personal liability of our directors to us and our stockholders for monetary damages for breaches of their fiduciary duties as directors to the fullest extent permitted by Delaware law. Under Delaware law and our certificate of incorporation, our directors will not be liable for a breach of his or her duty except for liability for:

- a breach of his or her duty of loyalty to us or our stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

- dividends or stock repurchases or redemptions that are unlawful under Delaware law; and
- any transaction from which he or she receives an improper personal benefit.

10

These provisions pertain only to breaches of duty by directors as directors and not in any other corporate capacity, such as officers. In addition, these provisions limit liability only for breaches of fiduciary duties under Delaware corporate law and not for violations of other laws such as the federal securities laws.

As a result of these provisions in our certificate of incorporation, our stockholders may be unable to recover monetary damages against directors for actions taken by them that constitute negligence or gross negligence or that are in violation of their fiduciary duties. However, our stockholders may obtain injunctive or other equitable relief for these actions. These provisions also reduce the likelihood of derivative litigation against directors that might benefit us.

DELAWARE SECTION 203

As a Delaware corporation we are subject to Section 203 of the Delaware General Corporation Law. Section 203 imposes a three-year moratorium on the ability of Delaware corporations to engage in a wide range of specified transactions with any "interested stockholder." An interested stockholder includes, among other things, any person other than the corporation and its majority-owned subsidiaries who owns 15% or more of any class or series of stock entitled to vote generally in the election of directors. However, the moratorium will not apply if, among other things, the transaction is approved by:

- the corporation's board of directors prior to the date the interested stockholder became an interested stockholder; or
- the holders of two-thirds of the outstanding shares of each class or series of stock entitled to vote generally in the election of directors, not including those shares owned by the interested stockholder.

We have approved the acquisition by Lehman Brothers Holdings, Inc. of its shares of our common stock. Therefore, Lehman is not subject to the restrictions under Section 203.

DESCRIPTION OF PREFERRED STOCK

Our certificate of incorporation authorizes us to issue, without stockholder approval, up to 2,000,000 shares of preferred stock, without par value. As of the date of this prospectus, we have not issued any preferred stock. Our board of directors may from time to time authorize us to issue one or more series of preferred stock and may fix the designations, terms, and relative rights and preferences, including the dividend rate, voting rights, conversion rights, redemption and sinking fund provisions and liquidation values of each of these series.

Thus, our board of directors could authorize us to issue preferred stock with voting, conversion and other rights that could adversely affect the voting power and other rights of holders of our common stock or other series of preferred stock. Also, the issuance of preferred stock could have the effect of delaying, deferring or preventing a change in control of our company.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

The particular terms of any series of preferred stock that we offer with this prospectus will be described in the prospectus supplement relating to that series of preferred stock. Those terms may include:

- the designation of the series, which may be by distinguishing number, letter and title;
 - the number of shares of the series;
 - the price at which the preferred stock will be issued;
 - the dividend rate, if any, or the method of calculation, including whether dividends shall be cumulative or non-cumulative;
 - the dates at which dividends, if any, shall be payable;
 - the redemption rights and price or prices, if any;
- 11
- the terms and amount of any sinking fund;
 - the liquidation preference per share;
 - whether the shares of the series shall be convertible, and if so,
 - the specification of the securities into which such preferred stock is convertible;
 - the conversion price or prices or rate or rates, and any adjustments thereof,
 - the dates as of which such shares shall be convertible, and
 - all other terms and conditions upon which such conversion may be made;
 - restrictions on the issuance of shares of the same series or of any other class or series;
 - the voting rights, if any.

DESCRIPTION OF DEBT SECURITIES

GENERAL

We may issue debt securities from time to time in one or more series. The following description, together with any applicable prospectus supplement, summarizes the material terms and provisions of the debt securities that we may offer under this prospectus and any related indentures. Unless otherwise indicated in the applicable prospectus supplement, we will issue the debt securities under an indenture dated June 8, 1998, between us and State Street Bank and Trust Company, as trustee. The indenture is an exhibit to the registration statement of which this prospectus is a part.

We have summarized below some of the provisions that will apply to the debt securities unless the applicable prospectus supplement provides otherwise. The summary may not contain all information that is important to you. The indenture and any supplemental indenture have been or will be included or incorporated by reference as exhibits to the registration statement of which this prospectus is a part. You should read the indenture and any supplemental indenture. You should also read the prospectus supplement, which will contain additional information and which may update or change some of the information below.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

We will describe the specific terms of the series of debt securities being offered in the related prospectus supplement. These terms will include some or all of the following:

- the designation or title of the debt securities;
- any limit on the aggregate principal amount of the debt securities;
- the percentage of the principal amount at which debt securities will be issued;
- the terms relating to the subordination of the debt securities;
- whether any of the debt securities are to be issuable as a global security and whether global securities are to be issued in temporary global form or permanent global form;
- the person to whom any interest on the debt security will be payable if other than the person in whose name the debt security is registered on the record date;
- the date or dates on which the debt securities will mature;
- the rate or rates of interest, if any, that the debt securities will bear, or the method of calculation of the interest rate or rates;
- the date or dates from which any interest on the debt securities will accrue, the dates on which any interest will be payable and the record date for any interest payable on any interest payment date;
- the place or places where payments on the debt securities will be payable;

12

- whether we will have the right or obligation to redeem or repurchase any of the debt securities, and the terms applicable to any optional or mandatory redemption or repurchase;
- the denominations in which the debt securities will be issuable;
- any index or formula used to determine the amount of payments on the debt securities;
- the portion of the principal amount of the debt securities that will be payable if there is an acceleration of the maturity of the debt securities, if that amount is other than the principal amount;
- the terms of any guarantee of the payment of amounts due on the debt securities;
- any restrictive covenants for the benefit of the holders of the debt securities;
- the events of default with respect to the debt securities; and
- any other terms of the debt securities.

PRIORITY OF THE DEBT SECURITIES

The debt securities will be our general unsecured obligations and will rank

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

pari passu (i.e., equally and ratably) with all of our other senior unsecured and unsubordinated indebtedness. The debt securities will be effectively subordinated to all of our secured indebtedness to the extent of the value of the assets securing that indebtedness. In the event of insolvency, our creditors who are holders of secured indebtedness, as well as some of our general creditors, may recover more, ratably, than the holders of the debt securities.

With respect to any offering of debt securities, we will describe in the accompanying prospectus supplement or the information incorporated by reference the approximate amount of our outstanding indebtedness as of the end of our most recent fiscal quarter.

GUARANTEES

One or more of our subsidiaries, as guarantors, may guarantee our obligations under the debt securities. Any such guarantee will fully and unconditionally guarantee our obligations under the debt securities on a joint and several basis subject to the limitation described in the next paragraph. If we default in payment of the principal of, or premium, if any, or interest on, the debt securities, the guarantors, jointly and severally, will be unconditionally obligated to duly and punctually make such payments. The prospectus supplement for a particular issue of debt securities will describe any subsidiary guarantors and any material terms of the guarantees for such securities.

Each guarantor's obligations will be limited to the lesser of the following amounts:

- the aggregate amount of our obligations under the debt securities and the indenture; and
- the amount, if any, which would not have rendered such guarantor "insolvent" under Federal or New York law, or have left it with unreasonably small capital, at the time it entered into the guarantee.

Each guarantor that makes a payment or distribution under its guarantee shall be entitled to contribution from each other guarantor in a pro rata amount based on the net assets of each guarantor.

FORM AND DENOMINATIONS

The debt securities will be issued in fully registered form and in denominations of \$1,000 and integral multiples thereof, unless otherwise specified in a prospectus supplement.

13

TRANSFER AND EXCHANGE

You may have your debt securities broken into more debt securities of smaller denominations or combined into fewer debt securities of larger denominations, as long as the total principal amount is not changed. This is called an "exchange."

You may exchange or transfer debt securities at any office we maintain for this purpose in accordance with the terms of the indenture. The trustee acts as our agent for registering debt securities in the names of holders and transferring debt securities. We may change this appointment to another entity or perform these tasks ourselves. The entity performing the role of maintaining the list of registered holders is called the "security registrar."

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

You will not be required to pay a service charge to transfer or exchange debt securities, but you may be required to pay for any tax or other governmental charge associated with the exchange or transfer. The transfer or exchange will only be made if the security registrar is satisfied with your proof of ownership.

If we designate additional transfer agents, they will be named in the prospectus supplement. We may cancel the designation of any particular transfer agent. We may also approve a change in the office through which any transfer agent acts.

If we redeem less than all of the debt securities, we may block the transfer or exchange of debt securities during the period beginning 15 days before the day we mail the notice of redemption and ending on the day of that mailing, in order to freeze the list of holders to prepare the mailing. We may also refuse to register transfers or exchanges of debt securities selected for redemption, except that we will continue to permit transfers and exchanges of the unredeemed portion of any security being partially redeemed. Additionally, we may refuse to register transfers or exchanges between a record date and the next succeeding interest payment date.

REDEMPTION

Unless otherwise provided in the applicable prospectus supplement, we may redeem the debt securities at our option on the terms set forth in the indenture. Upon the occurrence of either a change of control (as defined in the indenture) or certain asset sales for which we have sale proceeds exceeding \$10 million which are not timely applied toward repayment of debt or investment in other assets useful to our business, as described in the indenture, we are required to offer to purchase outstanding debt securities, in whole or in part.

PAYMENT AND PAYING AGENTS

Unless otherwise provided in a prospectus supplement, we will pay interest to you on June 1st and December 1st if you are a direct holder listed in the trustee's records at the close of business on May 15th and November 15th, respectively, even if you no longer own the security on the interest due date. Holders buying and selling debt securities must work out between them how to compensate for the fact that we will pay all the interest for an interest period to the one who is the registered holder on the record date. The most common manner is to adjust the sale price of the debt securities to allocate interest fairly between buyer and seller. This allocated interest amount is called "accrued interest."

We will pay interest, principal and any other money due on the debt securities at the corporate trust office of the trustee. We may also choose to pay interest by mailing checks.

INTEREST RATES AND DISCOUNTS

The debt securities will earn interest at a fixed or floating rate or rates for the period or periods of time specified in the applicable prospectus supplement. Unless otherwise specified in the applicable prospectus supplement, the debt securities will bear interest on the basis of a 360-day year consisting of twelve 30-day months.

We may sell debt securities at a substantial discount below their stated principal amount, bearing no interest or interest at a rate that at the time of issuance is below market rates. Federal income tax consequences and special

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

considerations that apply to any series will be described in the applicable prospectus supplement.

GLOBAL SECURITIES

We may issue the debt securities in whole or in part in the form of one or more global securities. A global security is a security, typically held by a depository such as the Depository Trust Company, that represents the beneficial interests of a number of purchasers of such security. We may issue the global securities in either temporary or permanent form. We will deposit global securities with the depository identified in the prospectus supplement. A global security may be transferred as a whole only as follows:

- by the depository to a nominee of the depository;
- by a nominee of the depository to the depository or another nominee of the depository; or
- by the depository or any nominee to a successor depository or any nominee of the successor.

We will describe the specific terms of the depository arrangement with respect to a series of debt securities in a prospectus supplement. We expect that the following provisions will generally apply to depository arrangements.

After we issue a global security, the depository will credit on its book-entry registration and transfer system the respective principal amounts of the debt securities represented by such global security to the accounts of persons that have accounts with such depository ("participants"). The underwriters or agents participating in the distribution of the debt securities will designate the accounts to be credited. If we offer and sell the debt securities directly or through agents, either we or our agents will designate the accounts. Ownership of beneficial interests in a global security will be limited to participants or persons that hold interests through participants. Ownership of beneficial interests in the global security will be shown on, and the transfer of that ownership will be effected only through, records maintained by the depository and its participants.

We and the trustee will treat the depository or its nominee as the sole owner or holder of the debt securities represented by a global security. Principal, any premium and any interest payments on debt securities represented by a global security registered in the name of a depository or its nominee will be made to such depository or its nominee as the registered owner of such global security.

Unless otherwise indicated in the applicable prospectus supplement, owners of beneficial interests in a global security will be entitled to have the debt securities represented by such global security registered in their names and will be entitled to receive physical delivery of such debt securities in definitive form upon the terms set forth in the indenture. The laws of some states require that certain purchasers of securities take physical delivery of the securities. Such laws may impair the ability to transfer beneficial interests in a global security.

We expect that the depository or its nominee, upon receipt of any payments, will immediately credit participants' accounts with payments in amounts proportionate to their respective beneficial interests in the principal amount of the global security as shown on the depository's or its nominee's records. We also expect that payments by participants to owners of beneficial interests in the global security will be governed by standing instructions and customary practices, as is the case with the securities held for the accounts of customers registered in "street names" and will be the responsibility of such

participants.

If the depositary is at any time unwilling or unable to continue as depositary and we do not appoint a successor depositary within ninety days, we will issue individual debt securities in exchange for such global security. In addition, we may at any time in our sole discretion determine not to have any of the debt securities of a series represented by global securities and, in such event, will issue debt securities of such series in exchange for such global security.

15

Neither we, the trustee nor any paying agent will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial ownership interests in such global security or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. No such person will be liable for any delay by the depositary or any of its participants in identifying the owners of beneficial interests in a global security, and we, the trustee and any paying agent may conclusively rely on instructions from the depositary or its nominee for all purposes.

COVENANTS

With respect to each series of debt securities, we will be required to:

- pay the principal of, and interest and any premium on, the debt securities when due;
- maintain a place of payment;
- deliver certain periodic reports to the holders of the debt securities at the times set forth in the indenture;
- provide to the trustee within 90 days after the end of each fiscal year a certificate regarding our compliance with the obligations and covenants in the indenture; and
- pay any material taxes.

The indenture for the debt securities contains covenants limiting our ability, or the ability of our subsidiaries, to:

- incur additional debt (including guarantees);
- make certain payments;
- engage in other business activities;
- issue other securities;
- dispose of assets;
- enter into certain transactions with our subsidiaries and other affiliates;
- incur liens; and
- enter into certain mergers and consolidations involving us and our subsidiaries.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

Any additional covenants will be described in the applicable prospectus supplement.

Unless we state otherwise in the applicable prospectus supplement, we will agree not to consolidate with or merge into any individual, corporation, partnership or other entity (each, a "person") or sell, lease, convey, transfer or otherwise dispose of all or substantially all of our assets to any person, or permit any person to consolidate or merge into us or sell, lease, convey, transfer or otherwise dispose of all or substantially all of its assets to us unless:

- the person formed by or surviving the consolidation or merger (if not us), or to which the sale, lease, conveyance, transfer or other disposition is to be made is a corporation, limited liability company or partnership organized and existing under the laws of the United States or any state or the District of Columbia, and the person assumes by supplemental indenture in a form satisfactory to the trustee all of our obligations under any indenture;
- immediately before and after giving effect to the transaction and treating any debt that becomes an obligation of ours or of any of our subsidiaries as having been incurred by us or our subsidiary at the time of the transaction, no default or event of default shall have occurred and be continuing; and

16

- the entity formed by or surviving such transaction (if not us) will have a certain net worth and will be able to incur additional indebtedness under the indenture after giving effect to the transaction.

EVENTS OF DEFAULT

Unless we state otherwise in the applicable prospectus supplement, an "event of default" with respect to the debt securities under any indenture means:

- our default for 30 days in payment of any interest on the debt securities;
- our default in payment of any principal or premium on the debt securities of the series upon maturity or otherwise;
- our default in the observance of certain covenants as set forth in the indenture;
- our default, for 30 days after delivery of written notice, in the observance or performance of other covenants;
- our default in the payment of our other indebtedness;
- bankruptcy, insolvency or reorganization events relating to us or our subsidiaries;
- the entry of a judgment in excess of the amount specified in the indenture or any supplemental indenture against us or such significant subsidiary which is not covered by insurance and not discharged, waived or stayed; or
- any other event of default included in the indenture or any supplemental indenture and described in the prospectus supplement.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

The consequences of an event of default, and the remedies available under the indenture or any supplemental indenture, will vary depending upon the type of event of default that has occurred.

Unless we state otherwise in the applicable prospectus supplement, if an event of default with respect to any debt securities has occurred and is continuing, then either the trustee or the holders of at least 25% of the principal amount specified in the indenture or any supplemental indenture of the outstanding debt securities may declare the principal of all the affected debt securities and interest accrued to be due and payable immediately.

Unless we state otherwise in the applicable prospectus supplement, if an event of default with respect to any debt securities has occurred and is continuing and is due to a bankruptcy, insolvency or reorganization event relating to us, then the principal (or such portion of the principal as is specified in the terms of the debt securities) of and interest accrued on all debt securities then outstanding will become due and payable automatically, without further action by the trustee or the holders.

Under conditions specified in the indenture and any supplemental indenture, the holders of a majority of the principal amount of the debt securities may annul or waive certain declarations and defaults described above. These holders may not, however, waive a continuing default in payment of principal of (or premium, if any) or interest on the debt securities.

The indenture provides that subject to the duty of the trustee during a default to act with the required standard of care, the trustee has no obligation to exercise any right or power granted to it under the indenture at the request of holders of debt securities unless the holders have indemnified the trustee. Subject to the provisions in the indenture and any supplemental indenture for the indemnification of the trustee and other limitations specified therein, the holders of a majority in principal amount of the outstanding debt securities may direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee with respect to the debt securities.

17

If you hold debt securities, you will not be permitted under the terms of the indenture or any supplemental indenture to institute any action against us in connection with any default (except actions for payment of overdue principal, premium, or interest or other amounts) unless:

- you have given the trustee written notice of the default and its continuance;
- holders of not less than 25% in principal amount of the debt securities issued under the indenture have made a written request upon the trustee to institute the action and have offered the trustee reasonable indemnity;
- the trustee has not instituted the action within 60 days of the request; and
- during such 60-day period, the trustee has not received directions inconsistent with the written request by the holders of a majority in principal amount of the outstanding debt securities issued under the indenture.

DEFEASANCE PROVISIONS APPLICABLE TO THE DEBT SECURITIES

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

Unless otherwise specified in a prospectus supplement, under the indenture or any supplemental indenture, we, at our option,

- will be discharged from our obligations in respect of the debt securities under the indenture (except for certain obligations relating to the trustee and obligations to register the transfer or exchange of debt securities, replace stolen, lost or mutilated debt securities, maintain paying agencies and hold moneys for payment in trust) or
- need not comply with certain restrictive covenants of the indenture or supplemental indenture,

in each case, if we irrevocably deposit, in trust with the trustee, money or U.S. government obligations which through the payment of interest and principal will provide money sufficient to pay all the principal of, and interest and premium, if any, on, the debt securities on the dates on which such payments are due. We must also specify whether the debt securities are being defeased to maturity or to a particular redemption date.

To exercise the above option, no default or event of default shall have occurred or be continuing on the date of such deposit, and such defeasance must not result in a breach of or constitute a default under any material agreement to which we are bound. We also must deliver a certificate stating that the deposit was not made with the intent of preferring holders of the debt securities over our other creditors. In addition, we must deliver to the trustee an opinion of counsel that:

- the deposit and related defeasance would not cause the holders of the debt securities to recognize income, gain or loss for federal income tax purposes and, in the case of a discharge pursuant to the first bullet point above, the opinion will be accompanied by a private letter ruling to that effect from the IRS or a revenue ruling concerning a comparable form of transaction to that effect published by the IRS,
- after the 91st day following the deposit, the funds will not be subject to the effect of any applicable bankruptcy, insolvency or similar laws, and
- all conditions precedent relating to the defeasance have been complied with.

MODIFICATION AND WAIVER

We and the trustee may, without the consent of holders, modify provisions of the indenture for certain purposes, including, among other things, curing ambiguities and maintaining the qualification of the indenture under the Trust Indenture Act. Under the indenture, our rights and obligations and the rights of holders may be modified with the consent of the holders of a majority in aggregate principal amount of the outstanding debt securities affected by the modification. However, unless indicated otherwise in the

18

applicable prospectus supplement, the provisions of the indenture may not be modified without the consent of each holder of debt securities affected thereby if the modification would:

- reduce the principal of or change the stated maturity of any such debt securities;

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

- waive certain provisions regarding redemption in a manner adverse to the rights of any holder of such debt securities;
- reduce the rate of or change the time for payment of interest on such debt securities;
- waive a default in the payment of principal or interest on such debt securities;
- change the currency in which any of such debt securities are payable;
- waive a redemption payment with respect to such debt securities (other than as specified in the indenture); or
- change the provisions of the indenture regarding waiver and amendment.

THE TRUSTEE

We will include information regarding the trustee in the prospectus supplement relating to any series of debt securities. If any event of default shall occur (and be continuing) under the indenture or any supplemental indenture, the trustee will be required to use the degree of care and skill of a prudent man in the conduct of his own affairs. The trustee will be under no obligation to exercise any of its powers at the request of any of the holders of the debt securities, unless the holders shall have offered the trustee reasonable indemnity against the costs, expenses and liabilities it might incur. The indenture, any supplemental indenture, and the provisions of the Trust Indenture Act incorporated by reference thereby, contain limitations on the rights of the trustee, should it become a creditor of ours, to obtain payment of claims or to realize on property received by it in respect of any claims as security or otherwise.

DESCRIPTION OF WARRANTS

We summarize below some of the provisions that will apply to the warrants unless the applicable prospectus supplement provides otherwise. The summary may not contain all information that is important to you. The complete terms of the warrants will be contained in the applicable warrant certificate and warrant agreement. These documents have been or will be included or incorporated by reference as exhibits to the registration statement of which this prospectus is a part. You should read the warrant certificate and the warrant agreement. You should also read the prospectus supplement, which will contain additional information and which may update or change some of the information below.

GENERAL

We may issue warrants to purchase common stock independently or together with other securities. The warrants may be attached to or separate from the other securities. We may issue warrants in one or more series. Each series of warrants will be issued under a separate warrant agreement to be entered into between us and a warrant agent. The warrant agent will be our agent and will not assume any obligations to any holder or beneficial owner of the warrants.

The prospectus supplement and the warrant agreement relating to any series of warrants will include specific terms of the warrants. These terms include the following:

- the title and aggregate number of warrants;
- the price or prices at which the warrants will be issued;
- the amount of common stock for which the warrant can be exercised and the

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

price or the manner of determining the price or other consideration to purchase the common stock;

- the date on which the right to exercise the warrant begins and the date on which the right expires;

19

- if applicable, the minimum or maximum amount of warrants that may be exercised at any one time;
- if applicable, the designation and terms of the securities with which the warrants are issued and the number of warrants issued with each other security;
- any provision dealing with the date on which the warrants and related securities will be separately transferable;
- any mandatory or optional redemption provision;
- the identity of the warrant agent; and
- any other terms of the warrants.

The warrants will be represented by certificates. The warrants may be exchanged under the terms outlined in the warrant agreement. We will not charge any service charges for any transfer or exchange of warrant certificates, but we may require payment for tax or other governmental charges in connection with the exchange or transfer. Unless the prospectus supplement states otherwise, until a warrant is exercised, a holder will not be entitled to any payments on or have any rights with respect to the common stock issuable upon exercise of the warrant.

EXERCISE OF WARRANTS

To exercise the warrants, the holder must provide the warrant agent with the following:

- payment of the exercise price;
- any required information described on the warrant certificates;
- the number of warrants to be exercised;
- an executed and completed warrant certificate; and
- any other items required by the warrant agreement.

If a warrant holder exercises only part of the warrants represented by a single certificate, the warrant agent will issue a new warrant certificate for any warrants not exercised. Unless the prospectus supplement states otherwise, no fractional shares will be issued upon exercise of warrants, but we will pay the cash value of any fractional shares otherwise issuable.

The exercise price and the number of shares of common stock for which each warrant can be exercised will be adjusted upon the occurrence of events described in the warrant agreement, including the issuance of a common stock dividend or a combination, subdivision or reclassification of common stock. Unless the prospectus supplement states otherwise, no adjustment will be required until cumulative adjustments require an adjustment of at least 1%. From time to time, we may reduce the exercise price as may be provided in the warrant agreement.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

Unless the prospectus supplement states otherwise, if we enter into any consolidation, merger, or sale or conveyance of our property as an entirety, the holder of each outstanding warrant will have the right to acquire the kind and amount of shares of stock, other securities, property or cash receivable by a holder of the number of shares of common stock into which the warrants were exercisable immediately prior to the occurrence of the event.

20

MODIFICATION OF THE WARRANT AGREEMENT

The common stock warrant agreement will permit us and the warrant agent, without the consent of the warrant holders, to supplement or amend the agreement in the following circumstances:

- to cure any ambiguity;
- to correct or supplement any provision which may be defective or inconsistent with any other provisions; or
- to add new provisions regarding matters or questions that we and the warrant agent may deem necessary or desirable and which do not adversely affect the interests of the warrant holders.

PLAN OF DISTRIBUTION

We may sell securities directly to one or more purchasers or to or through underwriters, dealers or agents. The related prospectus supplement will set forth the terms of each offering, including the name or names of any underwriters, the purchase price and proceeds to us from such sale, any underwriting discounts and other items constituting underwriters' compensation, the public offering price and any discounts or concessions allowed, reallocated or paid to dealers, and any securities exchanges on which the securities may be listed.

We may distribute our securities from time to time in one or more transactions at a fixed price or prices (which may be changed), at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. Our prospectus supplement will describe the method of distribution.

If underwriters are used in the sale, the underwriters may acquire the securities for their own account and may resell them from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. Securities may be offered to the public through underwriting syndicates represented by one or more managing underwriters or directly by one or more underwriters without a syndicate. If an underwriting syndicate is used, the managing underwriter or underwriters will be named in the prospectus supplement. Unless otherwise set forth in the prospectus supplement, the obligations of the underwriters to purchase securities will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all securities offered if any are purchased. Any public offering price and any discounts or concessions allowed, reallocated or paid to dealers may be changed from time to time.

If a dealer is used in an offering of securities, we may sell the securities to the dealer, as principal. The dealer may then resell the securities to the public at varying prices to be determined by the dealer at the time of sale. The terms of the transaction will be set forth in a prospectus supplement.

Edgar Filing: GULFMARK OFFSHORE INC - Form 424B5

Commissions payable by us to any agent involved in the offer or sale of securities (or the method by which such commissions may be determined) will be set forth in a prospectus supplement. Unless otherwise indicated in the prospectus supplement, the agent will be acting on a best efforts basis.

If so indicated in the prospectus supplement, we may authorize underwriters, dealers or agents to solicit offers by certain specified institutions to purchase securities from us pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. These contracts will be subject to the conditions set forth in the prospectus supplement, and the prospectus supplement will set forth the commission payable by us for solicitation of the contracts.

Dealers and agents named in a prospectus supplement may be deemed to be underwriters of the securities within the meaning of the Securities Act of 1933. Underwriters, dealers and agents may be entitled under agreements entered into with us to indemnification by us against certain civil liabilities, including liabilities under the Securities Act, or to contribution with respect to payments that the underwriters, dealers or agents may be required to make. Underwriters, dealers and agents may engage in transactions with or perform services for us in the ordinary course of business.

21

As of the date of this prospectus, only our common stock is traded on the Nasdaq National Market. Except for our common stock, each security sold using this prospectus will have no established trading market. Any underwriters to whom securities are sold may make a market in the securities, but will not be obligated to do so and may discontinue their market making activities at any time. There can be no assurance that a secondary market will be created for any of the securities that may be sold using this prospectus or that any market created will continue.

LEGAL MATTERS

Griggs & Harrison, P.C., Houston, Texas, will pass upon certain legal matters relating to the validity of the common stock, preferred stock, debt securities and warrants.

EXPERTS

The consolidated financial statements as of December 31, 1999 and 1998, and for each of the three years in the period ended December 31, 1999 incorporated by reference in this prospectus and elsewhere in the registration statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are included herein in reliance upon the authority of said firm as experts in giving said report.

22

[PHOTOS/MAP]

1,250,000 SHARES

[GULFMARK OFFSHORE, INC. LOGO]

GULFMARK OFFSHORE, INC.

COMMON STOCK

PROSPECTUS SUPPLEMENT
, 2002

LEHMAN BROTHERS

A.G. EDWARDS & SONS, INC.

CIBC WORLD MARKETS

STIFEL, NICOLAUS & COMPANY
INCORPORATED

LOGO