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

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**FORM 8-K**  
CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 10, 2009



**ORION MARINE GROUP, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-33891  
(Commission File Number)

26-0097459  
(IRS Employer Identification Number)

12550 Fuqua St.  
Houston, Texas 77034  
(Address of principal executive offices)

(713) 852-6500  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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

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

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**Item 7.01 Regulation FD Disclosure**

On August 10, 2009, Orion Marine Group, Inc. (the "Company") issued a press release announcing the commencement of a public offering, subject to market and other conditions, of approximately 3,500,000 shares of its common stock. The offering is being underwritten by FBR Capital Markets & Co. and Stephens Inc.

**Item 9.01 Financial Statements and Exhibits**

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued August 10, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ORION MARINE GROUP, INC.

Date: August 10, 2009

By: /s/ J. Cabell Acree  
J. Cabell Acree  
Vice President and General Counsel

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued August 10, 2009



## **Orion Marine Group Announces Commencement of Public Offering of Common Stock**

Houston, Texas, August 10, 2009 -- Orion Marine Group, Inc. (NYSE: ORN) (the "Company") today announced that, subject to market and other conditions, it plans to offer 3,500,000 shares of its common stock in a registered public offering. In addition, the Company expects to grant the underwriters a 30-day option to purchase up to an additional 525,000 shares of common stock to cover over-allotments, if any. The offering is being underwritten by FBR Capital Markets & Co. and Stephens Inc.

The Company intends to use the net proceeds from the offering to repay approximately \$30.0 million of outstanding borrowings under the Company's existing credit facility, and to use the balance for capital expenditures, possible future acquisitions and general corporate purposes.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy securities nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

A registration statement relating to these securities has been filed and is effective. A written prospectus for the offering meeting the requirements of Section 10 of the Securities Act of 1933 (other than a free writing prospectus as defined in Securities Act Rule 405) may be obtained from FBR Capital Markets & Co., 1001 19<sup>th</sup> Street North, Arlington, Virginia 22209, Attention: Todd Davis, telephone 703-469-1023, or by e-mail at [tdavis@fbr.com](mailto:tdavis@fbr.com), or Stephens Inc., 111 Center Street, Little Rock, Arkansas 72201, Attention: Sandra Farmer, telephone 501-377-2130, or by e-mail at [sfarmer@stephens.com](mailto:sfarmer@stephens.com).

## **About Orion Marine Group**

Orion Marine Group, Inc. is headquartered in Houston, Texas and provides a broad range of marine construction and specialty services on, over and under the water along the Gulf Coast, the Atlantic Seaboard and the Caribbean Basin. Its heavy civil marine construction services include marine transportation facility construction, marine pipeline construction, marine environmental structures, dredging, and specialty services. Its specialty services include salvage, demolition, diving, surveying, towing and underwater inspection, excavation and repair.

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include the Company's intention to raise proceeds through the offering and sale of common stock, the number of shares of common stock expected to be offered and the Company's intended use of proceeds of the offering of common stock. The consummation of the offering is subject to customary conditions and contingencies, and there can be no assurance that the Company will complete the offering of the common stock on the anticipated terms or at all. In addition, the Company's business is subject to the risks described in the Company's filings with the Securities and Exchange Commission. For a discussion of the risks and uncertainties related to our business, please read "Risk Factors" in Item 1A of our 2008 Form 10-K and in the prospectus supplement relating to this offering. Forward-looking statements speak only as of the date the statement was made. Except as may be required by applicable securities law, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CONTACT: Orion Marine Group, Inc.  
Chris DeAlmeida  
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