

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.3) *

Orion Group Holdings Inc.
(Name of Issuer)

Common Shares
(Title of Class of Securities)

68628V308
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this
Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☒ Rule 13d-1 (b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
persons initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be filed for the purpose of Section 18 of the Securities
Exchange Act of 1934 (Act) or otherwise subject to the liabilities of
that section of the ACT but shall be subject to all other provisions of
the Act (however, see the Notes).

SEC 1745 (3-98)

CUSIP No.68628V308

1.
Names of Reporting
Persons.
Brandes Investment Partners, L.P.

I.R.S. Identification Nos. of above
persons (entities only).
33-0704072

2.
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) 0
(b) 0

3.
SEC Use Only

4.
Citizenship or Place of
Organization
Delaware

Number of Shares Beneficially owned by Each
Reporting Person With:

5.
Sole Voting Power

6.
Shared Voting Power
2,117,094

7.
Sole Dispositive Power

8.
Shared Dispositive
Power
3,337,094

9.
Aggregate Amount Beneficially Owned by Each
Reporting Person
3,337,094

10.
Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)
0

11.
Percent of Class Represented by
Amount in Row (9)
10.27 %

12.
Type of Reporting Person (See
Instructions)
IA, PN

CUSIP No.68628V308

1.
Names of Reporting
Persons.
CO-GP, LLC

I.R.S. Identification Nos. of above
persons (entities only).
73-1677697

2.
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) 0
(b) 0

3.
SEC Use Only

4.
Citizenship or Place of
Organization
Delaware

Number of Shares Beneficially owned by Each
Reporting Person With:

5.
Sole Voting Power

6.
Shared Voting Power
2,117,094

7.
Sole Dispositive Power

8.
Shared Dispositive
Power
3,337,094

9.
Aggregate Amount Beneficially Owned by Each
Reporting Person
3,337,094 shares are deemed to
be beneficially owned by CO-GP,
LLC as a control person of the
investment adviser. CO-GP, LLC
disclaims any direct ownership
of the shares reported in this
Schedule 13G, except for an
amount that is substantially
less than one per cent of the
number of shares reported
herein.

10.
Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)
0

11.
Percent of Class Represented by Amount
in Row (9)
10.27 %

12.
Type of Reporting Person (See Instructions)
CO, OO (Control Person)

CUSIP No.68628V308

1.
Names of Reporting Persons.
Brandes Worldwide Holdings, L.P.

I.R.S. Identification Nos. of above persons (entities only).
33-0836630

2.
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) 0
(b) 0

3.
SEC Use Only

4.
Citizenship or Place of
Organization
Delaware

Number of Shares Beneficially owned by Each
Reporting Person With:

5.
Sole Voting Power

6.
Shared Voting Power
2,117,094

7.
Sole Dispositive Power

8.
Shared Dispositive Power
3,337,094

9.
Aggregate Amount Beneficially Owned by Each
Reporting Person
3,337,094 shares are deemed to
be beneficially owned by
Brandes Worldwide Holdings,
L.P., as a control person of
the investment adviser.
Brandes Worldwide Holdings,
L.P. disclaims any direct
ownership of the shares
reported in this Schedule 13G.

10.
Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)
0

11.
Percent of Class Represented by
Amount in Row (9)
10.27 %

12.
Type of Reporting Person (See Instructions)
PN, OO (Control Person)

CUSIP No.68628V308

1.
Names of Reporting Persons.
Glenn Carlson

I.R.S. Identification Nos. of above persons (entities
only).

2.
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) 0
(b) 0

3.
SEC Use Only

4.
Citizenship or Place of Organization
USA

Number of Shares Beneficially owned by Each
Reporting Person With:

5.
Sole Voting Power

6.
Shared Voting Power
2,117,094

7.
Sole Dispositive Power

8.
Shared Dispositive Power
3,337,094

9.
Aggregate Amount Beneficially Owned by Each
Reporting Person
3,337,094 shares are deemed to
be beneficially owned by Glenn
Carlson, a control person of
the investment adviser. Mr.
Carlson disclaims any direct
ownership of the shares
reported in Schedule 13G,
except for the amount that is
substantially less than one per
cent of the number of shares
reported herein.

10.
Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)
0

11.
Percent of Class Represented by
Amount in Row (9)
10.27 %

12.
Type of Reporting Person (See Instructions)
IN, OO (Control Person)

Item 1(a) Name of Issuer:
Orion Group Holdings Inc.

Item 1(b) Address of Issuers Principal Executive
Offices:
12000 Aerospace Avenue, Suite 300
Houston, TX 77034

Item 2(a) Name of Person Filing:
(i) Brandes Investment Partners, L.P.
(ii) CO-GP, LLC.
(iii) Brandes Worldwide Holdings, L.P.
(iv) Glenn Carlson

Item 2(b) Address of Principal Business office or,
if None, Residence:
(i) 4275 Executive Square, 5th Floor, La
Jolla, CA 92037
(ii) 4275 Executive Square, 5th Floor, La
Jolla, CA 92037
(iii) 4275 Executive Square, 5th Floor,
La Jolla, CA 92037
(iv) 4275 Executive Square, 5th Floor, La
Jolla, CA 92037

Item 2(c) Citizenship
(i) Delaware
(ii) Delaware
(iii) Delaware
(iv) USA

Item 2(d) Title of Class Securities:
Common Shares

Item 2(e) CUSIP Number:
68628V308

Item 3. If this statement is filed pursuant to
240.13d-1(b), or 240.13d-2(b) or (c), check
whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) ☒ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

This statement is filed by Brandes Investment Partners, L.P., an investment adviser registered under the Investment Advisers Act of 1940, its control persons and its holding company. (See, also, Exhibit A.)

Item 4. Ownership:

- (a) Amount Beneficially Owned: 3,337,094
- (b) Percent of Class: 10.27 %
- (c) Number of shares as to which the joint filers have:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,117,094
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 3,337,094

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following ?.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification:

- (a) The following certification shall be included if the statement is filed pursuant to 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2024
BRANDES INVESTMENT
PARTNERS, L.P.

By: /s/ Glenn Carlson

Glenn Carlson,
General Partner
CO-GP, LLC its
General Partner

CO-GP, LLC

By: /s/ Glenn Carlson

Glenn Carlson,
General Partner

BRANDES WORLDWIDE
HOLDINGS, L.P.

By: /s/ Glenn Carlson

Glenn Carlson of CO-
GP, LLC its General
Partner

By: /s/ Glenn Carlson

Glenn Carlson,
Control Person

EXHIBIT A

Identification and Classification of Members of the
Group

Pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1)
under the Securities and Exchange Act of 1934, the
members of the group making this joint filing are
identified and classified as follows:

Name: Brandes Investment Partners, L.P.
(the Investment Adviser)
Classification: Investment adviser registered under
Investment Advisers Act of 1940

Co-GP, LLC
A control person of the Investment
Adviser

Brandes Worldwide Holdings, L.P.
A control person of the Investment
Adviser

Glenn Carlson
A control person of the Investment

Adviser

EXHIBIT B

Joint Filing Agreement Pursuant to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the Act) by and among the parties listed below, each referred to herein as a Joint Filer. The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Dated: January 5, 2024

BRANDES INVESTMENT
PARTNERS, L.P.

By: /s/ Glenn Carlson
Glenn Carlson,
General Partner of
Co-GP, LLC.

Co-GP, LLC.
By: /s/ Glenn Carlson
Glenn Carlson,
General Partner

EXHIBIT C

Disclaimer of Beneficial Ownership

Co-GP, LLC, Brandes Worldwide Holdings, L.P., Glenn Carlson, and Jeff Busby disclaim beneficial interest as to the shares referenced above, except for an amount equal to substantially less than one percent of the shares reported on this Schedule 13D. None of these entities or individuals holds the above-referenced shares for its/his own account except on a de minimis basis.

/s/Glenn Carlson
Glenn Carlson

/s/Jeff Busby
Jeff Busby