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

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): October 17, 2017

ORION GROUP HOLDINGS, 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)

12000 Aerospace Ave., Suite 300 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 (see General Instruction A.2. below):

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

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 8.01 Other Events

SIGNATURES

EXHIBIT INDEX

Item 8.01 Other Events

The Company updated its investors on current status and financial highlights, business markets, and strategic outlook. A copy of this presentation is attached hereto as Exhibit 99.1, and is incorporated by reference.

SIGNATURE

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.

By:

Dated: October 23, 2017

<u>99.1</u>

/s/ Christopher J. DeAlmeida Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit No.

Description

Company Update Investor Presentation



Company Update

Fall 2017

Forward Looking Statements

The matters discussed in this presentation may constitute or include projections or other forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, the provisions of which the Company is availing itself. Certain forward-looking statements can be identified by the use of forward-looking terminology, such as 'believes', 'expects', 'may', 'will', 'could', 'should', 'seeks', 'approximately', 'intends', 'plans', 'estimates', or 'anticipates', or the negative thereof or other comparable terminology, or by discussions of strategy, plans, objectives, intentions, estimates, forecasts, outlook, assumptions, or goals. In particular, statements regarding future operations or results, including those set forth in this presentation, and any other statement, express or implied, concerning future operating results or the future generation of or ability to generate revenues, income, net income, profit, EBITDA, EBITDA margin, or cash flow, including to service debt, and including any estimates, forecasts or assumptions regarding future revenues or revenue growth, are forward-looking statements. Forward looking statements also include estimated project start date, anticipated revenues, and contract options which may or may not be awarded in the future. Forward looking statements involve risks, including those associated with the Company's fixed price contracts that impacts profits, unforeseen productivity delays that may alter the final profitability of the contract, cancellation of the contract by the customer for unforeseen reasons, delays or decreases in funding by the customer, levels and predictability of government funding or other governmental budgetary constraints and any potential contract options which may or may not be awarded in the future, and are the sole discretion of award by the customer. Past performance is not necessarily an indicator of future results. In light of these and other uncertainties, the inclusion of forward-looking statements in this presentation should not be regarded as a representation by the Company that the Company's plans, estimates, forecasts, goals, intentions, or objectives will be achieved or realized. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company assumes no obligation to update information contained in this press release whether as a result of new developments or otherwise.

Please refer to the Company's Annual Report on Form 10-K, filed on March 24, 2017, which is available on its website at <u>www.oriongroupholdingsinc.com</u> or at the SEC's website at <u>www.sec.gov</u>, for additional and more detailed discussion of risk factors that could cause actual results to differ materially from our current expectations, estimates or forecasts.

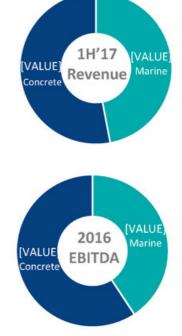


Current Status

Company Overview

Leading specialty construction company providing marine construction and concrete construction services in the continental U.S., Alaska, and Caribbean Basin.

- NYSE: ORN
- Headquarters: Houston, TX
- Employees: ~2,250
- Shares outstanding: ~28.0 MM
- Market cap: ~\$170 MM
- Average Project Duration: 6 9 months
- 70% of revenues stem from private sector



Note: share count as of 6/30/17; EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization; market cap as of 9/19/2017.

Organization Structure



Marina	Commont
warine	Segment

2016 Revenue	\$ 284.6 MM
2016 EBITDA	\$15.9 MM
2016 EBITDA Margin	5.6%
12/31/16 Backlog	\$ 280.7 MM



2016 Revenue	\$ 293.6 MM
2016 EBITDA	\$ 22.4 MM
2016 EBITDA Margin	7.6%
12/31/16 Backlog	\$ 153.3 MM



Note: EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization. EBITDA margin is a non-GAAP measure calculated by dividing EBITDA by contract revenues. Reconciliation available on www.oriongroupholdingsinc.com within press release dated 3/9/2017

Volatility in Marine Market Has Increased

- Increase Competition
- Dysfunctional Federal Budgeting Process
- Continuing Resolution inconsistency
- Federal debt ceiling issues
- Permitting Delays



The Future

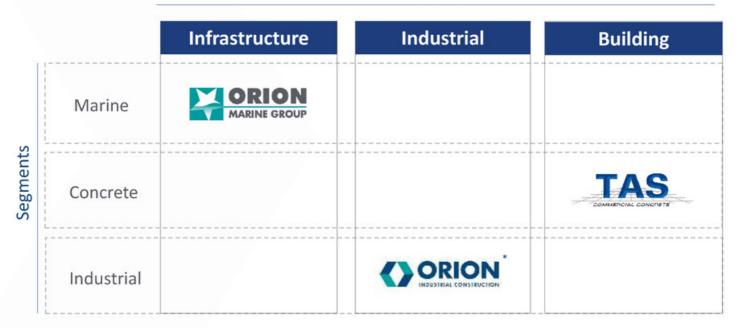
Forward Vision

Strategic Plan Established in 2014

Orion seeks to be the premier specialty construction company, focused on providing solutions for our customers across the infrastructure, industrial, and building sectors, while maintaining a healthy financial position and maximizing stakeholder value.

Strategic Vision

Sectors



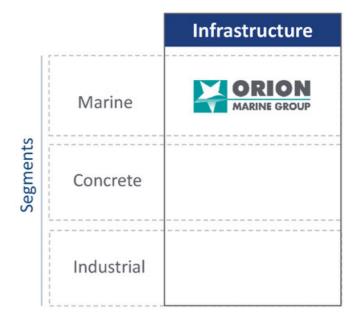
* Industrial brings the talents of the marine and concrete segments together to execute concreate based work inside the industrial plant environment.



Infrastructure Sector

Infrastructure Sector Overview

- Orion's Infrastructure sector is made up of its Marine Construction Segment
- Provides turnkey solutions on and over waterways
 - Construction, restoration, and maintenance of marine facilities, pipelines, bridges, causeways, environmental structures, and dredging of waterways
- Legacy marine business, including construction and dredging services, established in 1994



Extensive Suite of Marine Capabilities

Marine Transportation Facility Construction	 Port Facilities Wharves Cruise Ship Terminals 	 Bulkheads Military Installations Liquid Cargo Terminals 	 Piers Dry Bulk Terminals Container Terminals 	DocksMarinas
Dredging Services	 Marine Construction Wildlife Refuge Creation Electric Capabilities 	 Intracoastal Waterway Maintenance Reclamation Hurricane Restoration 	 Port Expansion Port Depending Beach Nourishment 	
Marine Environmental Structures	 Shoreline Protection Environmental Remediation GeoTube[®] Installation 	 Wetlands Creation Concrete Mattress Installation Sea-Grass Bed Creation 	Erosion Control Levee installation	
Marine Pipeline Construction	 Pipeline Anchoring Communication Pipeline Tie-ins 	 Cool Water Intakes Effluent Discharge Outfalls Intakes 	 Velocity Control Structures Transmission Pipelines Risers 	OutfallsHot-tapsJetting
Specialty Services	 Heavy Lift Diving Towing 	InspectionsDemolitionSurveying	 Encapsulation Repair Salvage 	

Broad Customer Base



Key Market Drivers

Trend	Significance	Relevant Data
Port Expansion and Maintenance	Expected increases in cargo volume from larger ships transiting the expanded Panama Canal will require ports to expand their dock capacity and port infrastructure and perform additional dredging services to deepen their channels	 Increased demand along Eastern Seaboard for ports to handle large vessels Focused on expanding the usability of the Gulf Intracoastal Waterways U.S. Port Projects
Bridges and Causeways	 According to the American Society of Civil Engineers, one in nine of the nation's bridges is structurally deficient, and the average age of the nation's bridges is 42 years old 	 Fixing America's Surface Transportation ("FAST") Act authorizes expenditures for bridge construction Syear Transportation Bill
Marine Infrastructure	 Channels and waterways must maintain certain depths to accommodate ship and barge traffic. Natural sedimentation in these channels and waterways require routine maintenance dredging to maintain navigability 	 Water Resources Reform and Development Act (WRRDA) for the conservation and development of the nation's waterways Soft BN For Marine Projects
Coastal Rehabilitation	 Renewed focus on rehabilitation projects along the Gulf Coast following the 2010 oil spill Increases in coastal population density and demographic trends will lead to an increase in the number of coastal restoration and reclamation projects 	 RESTORE Act dedicates 80 percent of all administrative and civil penalties related to the Deepwater Horizon spill to Gulf Coast Restoration Ner next 15 years

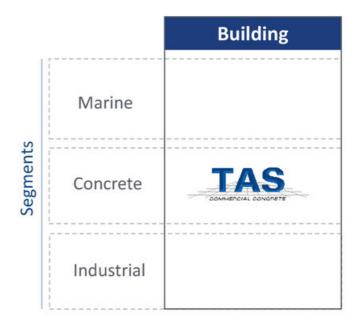
Source: Company presentation, fhwa.dot.gov, EPA and restorethegulf.gov.



Building Sector

Building Sector Overview

- Orion's Building sector is made up of its Concrete Construction Segment
- Commercial concrete construction is a stable growing market with opportunities to grow geographically and within service offerings
- Services Offered:
 - Concrete foundations
 - Tilt wall buildings
 - Structural
 - Flat work



Concrete Segment

- Purchased TAS Commercial Concrete in August 2015 for \$115 million
- Established in 1980, TAS is second-largest Texasbased concrete contractor
- Provides turnkey services covering all phases of commercial concrete construction
- Concrete construction primarily driven by population growth
- Houston, Dallas/FW and Austin are three of the Top 10 growing metropolitan areas in U.S.
 - Established and headquartered in Houston
 - Entered DFW market in 1993
- April 2017, \$6.0 million acquisition of Tony Bagliore Concrete provides solid platform into Central Texas
 - Austin, TX is one of the fastest growing cities in the U.S.





Concrete Services and Resources

TAS provides services across three avenues:

- Light Commercial Horizontally poured concrete, tilt-walls, trenches, rebar installation and pumping services
- Structural Elevated concrete pouring, including columns, elevated beams and structural walls
- Industrial Warehouses, manufacturing plants, water treatment facilities and refineries



Dirt Work & Layout



Forming



Avg. Projects/Yr.



Tot. Completed Projects



Rebar & Mesh





Pour & Finish

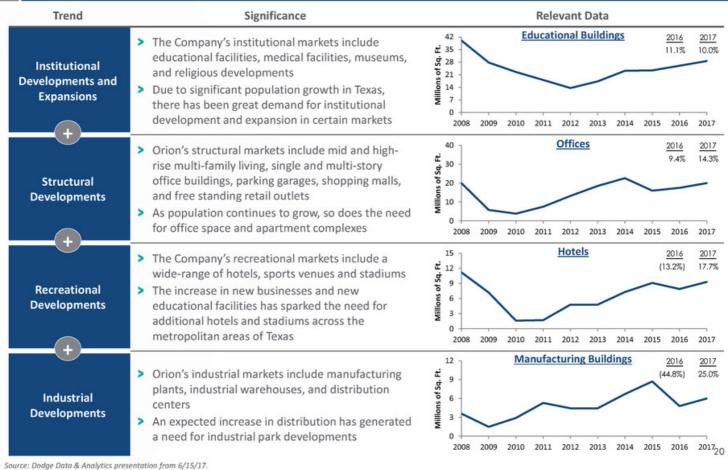
>90% Repeat Business

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Building Sector – Customer Overview



Positive Industry Fundamentals

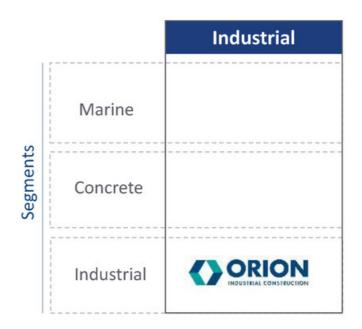




Industrial Sector

Industrial Sector Overview

- Orion's Industrial sector is a new development bringing talent from both segments to meet customer's needs
- Industrial brings the talents of the marine and concrete segments together to execute concrete based work inside the industrial plant environment.
- Services Offered:
 - Pile driving
 - Concrete foundations
 - Tilt wall buildings
 - Storage tank foundations
 - Concrete finish work



Industrial Sector Overview

- The Industrial Sector will leverage the Company's existing core competencies to access other growing markets, such as the petrochemical and LNG sectors
- Initially, the Industrial Sector will focus on projects in the Texas-Louisiana market, with a primary focus on the Houston Ship Channel and the Lake Charles Industrial Corridor

Scope of Services

	Orion Cap	abilities
Service	Existing	New
Structural Excavations & Backfill	~	
Foundations (Drive, Piles, Pile Caps, Footings, Piers)	~	
Form/Concrete/Rebar	~	
Columns/Pipe Supports/Walls	~	
Slab-on-grade and Paving	~	
Elevated Concrete	~	
Hoisting	\checkmark	
Utilities		√(1)
Waterproofing & Coatings		√(1)

Tracking of Industrial projects

Customer	Value	Scope	Timing
ELG Metals	\$10mm	New dock, warehouse, and paving	Q4 '17
CB&I / OilTanking	\$5mm – \$10mm	Construction of 9 ringwall tank foundations and site paving	Q1 '18
Contanda Steel	~\$10mm	Ringwall tank foundation	Q1 '18
Contanda Liquids	~\$10mm	Ringwall tank foundation	Q2 '18

(1) Represents scopes of work that will be subcontracted.

Broad Customer Base



Industrial leverages the talents of both Orion Marine Group and TAS to meet the demands of existing and new customers in a plant environment

Positive Industry Fundamentals

Trend	Significance	Relevant Data
Petrochemical	 The rapid increase in America's hydrocarbon output combined with aging facilities will drive growth and investment in the sector According to the American Chemistry Council, capital spending is expected to reach \$70 billion annually by 2021 	2,500 2,000 1,500 500 Existing Plant Capacity Expansion 1,099 Existing Plant Capacity Total Planned Capacity (2018P) Planned projects will expand capacity over 70% by 2018
Refinery	 Aging infrastructure, high utilization rates and the structural cost advantage of domestic refiners will continue to fuel investment in the space Of the 140 refineries operating today, approximately 90% are between 40 and 120 years old 	\$20 Refinery Capital Expenditures \$15 \$12 \$13 \$14 \$15 \$10 \$5 \$2015 \$2016E \$2017P \$2018P \$2019P \$2020P
 + > Production of fertilizers, herbicides and pesticides for agriculture is driven by increasing demand for food production > 65% of agrichemical facilities in the U.S. are 45 years old or older → driving ongoing maintenance and investment 		Aging Agrichemical Facilities 19% 9/29% = Pre-1950 1951 to 1970 1971 to 1990 1991 to 2000 Post-2000
LNG	 Vast natural gas reserves in the U.S. have created a price advantage, driving major investments in domestic LNG facilities Several new facilities are scheduled for construction in Orion's coverage area that will require ongoing maintenance and expansion 	Approved Domestic LNG ProjectsCompanyLocationCapacity (Bcfd)CheniereSabine, LA0.7SempraHackberry, LA2.1Freeport LNGFreeport, TX2.1CheniereCorpus Christi, TX2.1Sabine Pass LiquefactionSabine Pass, LA1.425

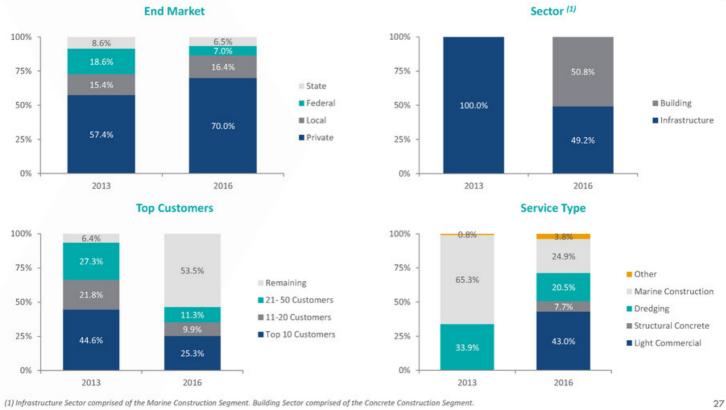
Source: American Chemistry Council and Industrial Information Resources.



Acquisition Strategy

Diversified Platform

Revenue Breakdown Comparison (2013 vs. 2016)



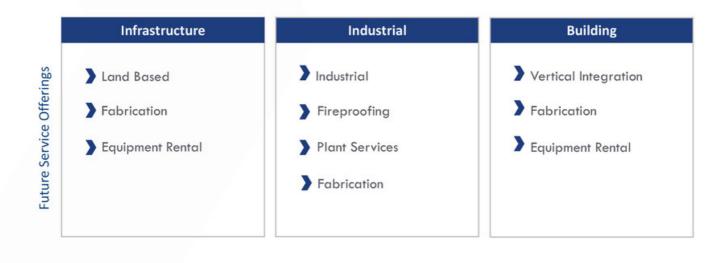
Acquisition History

Date	Target	Valuation	Rationale	Result
2017	Tony Bagliore Concrete, Inc. ("TBC")		Provides an entry for the TAS business to move into the Central Texas market and will serve as a platform for future growth	Rebrand TBC as TAS Commercial Concrete and operate under one common brand. Expect TBC to provide additional growth for TAS in the Central Texas market.
2015	T.A.S. Commercial Concrete Construction, LLC		Provided diversification to Orion's fundamental business drivers, as well as entry into non-marine end markets	TAS diversifies Orion's business from the movement of people and products on or around water to population growth without changing the project management core competencies of the organization.
2014	Dredge Material Placement Area	\$22.5 million	Enhanced dredging capabilities around Houston ship channel through improved staging abilities and added disposal capabilities	Acquired land is located near several major customers with long-term capital expansion plans in the Gulf Coast that did not have any disposal option prior to Orion's purchase. Created an additional source of revenue through disposal fees.
2013	Schneider E&C Company	N/A	Established engineering services and key relationships with major cruise lines	Orion has been able to leverage long-term relationships between Schneider and major cruise lines to win competitive bid design and build work. Design capabilities further enhance the Company's competitiveness as the level of design and build work increases in the Gulf Coast.
2012	West Construction Company ("WCC")	\$9.0 million ~3.0x EBITDA	Established presence in Alaska	WCC was already well established in a market requiring substantial marine infrastructure. Integration went smoothly and Orion ultimately elected to manage through its Tacoma, WA office.
2010	Marine Construction Assets in Tacoma, WA	\$6.7 million	Established the Company's presence in the Pacific Northwest	Asset acquisition to break into new geographic market; implemented a new management team and have since captured numerous jobs in the \$1.0- \$20.0 million range.
2010	T.W. LaQuay Dredging		Acquired larger dredges that enabled Orion to win large capital dredging projects	Seamless integration due to similar nature of business.
2008	Subaqueous Services		Acquired portable dredging assets in Florida to expand dredging capabilities	Seamless integration; assets expanded dredging capabilities.
2006	F. Miller & Sons	\$4.0 million	Asset purchase to serve as platform for expansion in LA and other Gulf Coast Markets	Successfully establish presence in Louisiana.
2002	Misener Marine Construction	\$8.5 million	Acquired equipment and property with customers in the Caribbean. Was Orion's entrance to Caribbean market	Successfully entered new market and continue to win new projects in the Caribbean.
2001	Inter-Bay Marine Construction	\$3.9 million	Acquired equipment and property with beach head in Florida. Was the Company's entrance to Florida market	Successfully built its Florida operations.
1998	King Fisher Marine Service	\$13.0 million <2.0x EBITDA	Acquired equipment to expand asset base and increase capabilities	Added dredging services.
1997	Mid-Gulf Industrial		Established Texas Gulf Coast operating base; Full service specialty marine contractor serving Houston ship channel	Successfully established presence in Houston.

Additional Service Offerings

Orion will continue to explore potential additional profitable service offerings within the Infrastructure, Industrial, and Building Sectors





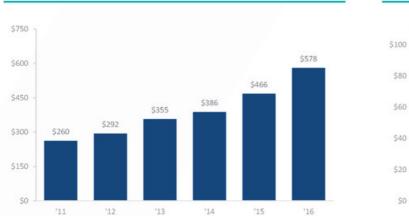


Financial Highlights

Historical Financial Performance

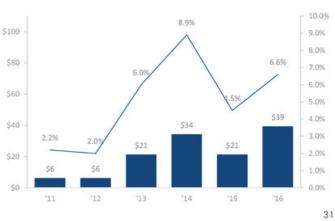
Orion's focus on diversifying its customer base and end market exposure along with making several strategic acquisitions have positioned the Company to take advantage of improving economic conditions

- From 2011 to 2016, revenue more than doubled from \$260 million to \$578 million
- EBITDA margins have improved since 2011
 - EBITDA margins dipped in 2015 due to a few troubled Tampa projects
 → Management was able to quickly identify the issues and
 successfully restructure the Tampa office



Historical Revenue (1) (Dollars in Millions)

Historical Proforma EBITDA & Margin ⁽¹⁾ (Dollars in Millions)



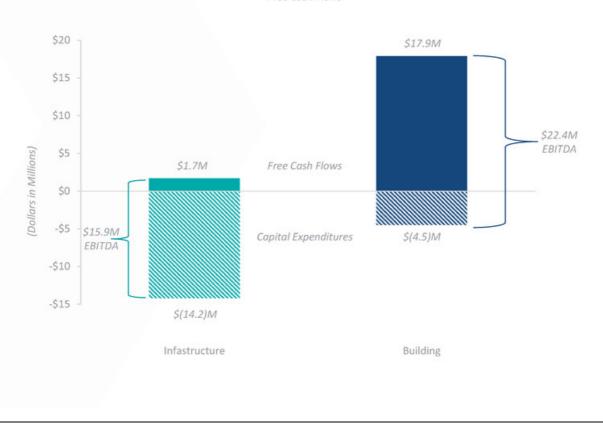
Note: Additional information related to the 2015 Tampa projects will be provided in the data room. (1) Historical financials do not include the financial results from the TAS Commercial Concrete acquisition until 2015.

Potential Projected Annual

Potential projected annual revenue and EBITDA with existing businesses

11-			R	evenı	Je		E	EBITDA	
S	Marine		\$250	-	\$300	@ 12%	\$30	-	\$36
Segments	Industrial		50	-	200	@ 15%	8	-	30
	Concrete	TAS.	_300	-	_400	@ 8%	_24	-	_32
			\$600	÷	\$900		\$62	÷	\$98

Free Cash Flows



2016 Free Cash Flows

Investment Highlights





Appendix

EBITDA and EBITDA Margin Reconciliation

	2011	2012	2013	2014	2015	2016
Net income (loss)	\$(13,114)	\$(11,866)	\$331	\$6,877	\$(8,060)	\$(3,620)
Income tax	\$(6,347)	\$(4,640)	\$(937)	\$3,175	\$(2,519)	\$1,581
Interest expense, net	\$318	\$708	\$512	\$677	\$3,116	\$6,172
Depreciation and amortization	\$22,092	\$21,570	\$21,538	\$23,451	\$28,083	\$34,162
EBITDA ⁽¹⁾	\$2,949	\$5,772	\$21,444	\$34,180	\$20,620	\$38,295
Profit margin ⁽²⁾	(5.05)%	(4.06)%	0.09%	1.78%	(1.73)%	(0.63)%
Impact of income taxes	(2.44)%	(1.59)%	(0.26)%	0.82%	(0.54)%	0.27%
Impact of interest expense, net	0.12%	0.24%	0.14%	0.18%	0.67%	1.07%
Impact of depreciation and amortization	8.50%	7.39%	6.07%	6.08%	6.02%	5.91%
EBITDA margin ⁽¹⁾	1.13%	1.98%	6.05%	8.86%	4.42%	6.62%

(1) EBITDA is a non-GAAP measure that represents earnings before interest, taxes, depreciation and amortization. EBITDA margin is a non-

GAAP measure calculated by dividing EBITDA by contract revenues.

(2) Profit margin is calculated by dividing Net income (loss) by contract revenue

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