# 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): March 2, 2021

### 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 Suite 300 Houston, Texas 77034 (Address of principal executive offices)										
(Registrant's	(713) 852-6500 telephone number, including ar	ea code)								
Check the appropriate box below if the Form 8 registrant under any of the following provisions:  ☐ Written communications pursuant to Rule 4:	-									
□ 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)										
Title of Each Class Common stock, \$0.01 par value per share	Trading Symbol(s) ORN	Name of Each Exchange on Which Registered The New York Stock Exchange								
Indicate by check mark whether the registrant is Securities Act of 1933 (§230.405 of this chapter) chapter).	an emerging growth company a	as defined in as defined in Rule 405 of the								
Emerging growth company $\Box$										
If an emerging growth company, indicate by cheoperiod for complying with any new or revised fir Exchange Act. □										

#### **Item 8.01 Other Events**

Richard L. Daerr, a Director of Orion Group Holdings, Inc., has entered into a 10b5-1 Sales Plan with a third party broker executed as of March 2, 2021. This agreement commences on April 5, 2021 and will terminate on August 3, 2021. A copy of this agreement is attached hereto as Exhibit 99.1 as incorporated by reference.

**Item 9.01 Financial Statement and Exhibits** 

#### **Exhibit Index**

Exhibit No.	<u>Description</u>
99.1	10b5-1 Sales Plan for Richard L. Daerr

#### 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.

Dated: March 4, 2021

Orion Group Holdings, Inc.

By:/s/ Mark R. Stauffer

President and Chief Executive Officer

Issuer Name: Orion Group Holdings, Inc.
Client Name: Richard L. Daerr
Symbol: ORN
Start Date: 4/5/2021
End Date: 8/3/2021

14.4 If any of the above contact information changes, or I would like to terminate this authorization, I will promptly notify Merrill Lynch in writing. I further authorize Merrill Lynch to transmit transaction information to a third party service provider who will make the information available to my designated representative(s) listed above.

#### 15. Notices

All notices given by the parties under the Plan will be as set forth in the Sales Instruction.

Merrill Lynch, Pierce, Fenner & Smith Incorporated Acknowledged and Agreed this \_\_\_\_ day of \_\_\_\_\_, 2021 



Instruction and Notice Provision - Annex

Client Name: Richard L. Daerr Plan Name: ORN-00003

Client's Name:

Richard L. Daerr

Issuer's Name:

Orion Group Holdings, Inc.

Symbol:

ORN

Plan Name:

ORN-00003

Maximum Number of Shares to be sold: Plan Start Date:

33,689 4/5/2021

Plan End Date: SEC Rule 144 Affiliate: 8/3/2021

Section 16 Insider:

Yes

Applicable SEC Rule For Sales:

Yes Rule 144

Special Instructions:

In the event the limit price for any order under this Pian is approximately 25% or more below the market price at the approximate time the order is placed, Merrill shall submit the order as a market order (not a limit order).

Trading will begin on the later of 4/5/2021 or on the thirtieth day after Seller's signature.

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Instruction and Notice Provision - Annex

Client Name: Richard L. Daerr Plan Name: ORN-00003

#### Section I: Scheduled Orders

#### SHARES

Param ID	Date	Qty	Price	TIF	Notes	Remarks
1.000	4/5/2021-8/3/2021	33,689	8.50 Limit	GTC	-	Main Parameter

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Instruction and Notice Provision - Annex

Client Name: Richard L. Daerr Plan Name: ORN-00003

Section II: Grants

Not Applicable

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Instruction and Notice Provision - Annex

Client Name: Richard L. Daerr Plan Name: ORN-00003

#### Section III: Notice Provisions

## All notices given by the parties under the plan will be as follows: Merrill

FA Name: David Saunders FA Phone No: 713-658-1236 FA/Branch Fax No: 713-574-2570 Market Supervision Manager Name: Laura Fulbright

713-658-1229; laura\_fulbright@ml.com 800 Capitol Street, Suite 1900 Merrill Address:

Houston, TX 77002

david\_saunders@ml.com; jeremy\_galaviz@ml.com

Client Address: Address On File

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