

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:

Explanatory Note

This Current Report on Form 8-K/A (this “*Amendment*”) supplements the information disclosed by Orion Group Holdings, Inc. (the “*Company*”) in its Current Report on Form 8-K filed on April 12, 2022 (the “*Original Form 8-K*”), relating to the appointment of Austin J. Shanfelter as the Company’s Interim Chief Executive Officer and Interim Chief Financial Officer. The sole purpose of this Amendment is to supplement the Original 8-K with information relating to Mr. Shanfelter’s compensation.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee of the Board of Directors of the Company (the “*Compensation Committee*”) approved an annualized base salary of \$725,000 while Mr. Shanfelter serves as Interim Chief Executive Officer and Interim Chief Financial Officer, which is the same base salary paid to Mark R. Stauffer, the former President, Chief Executive Officer, and Interim Chief Financial Officer. In addition, the Compensation Committee approved an annualized Executive Chair fee of \$600,000 payable to Mr. Shanfelter contingent upon providing transition services during any transition period following the hiring of a permanent chief executive officer.

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 GROUP HOLDINGS, INC.

By: /s/ Austin J. Shanfelter

Austin J. Shanfelter

Interim Chief Executive Officer

Date: July 13, 2022
