

CAL DIVE INTERNATIONAL INC

Form 8-K/A

May 06, 2005

EXPLANATORY NOTE

The Form 8-K filed by registrant on May 4, 2005, contained an incorrect Exhibit 10.1. Item 9.01 is being amended to include the correct exhibit. Accordingly, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 8-K/A contains the complete text of Item 9.01. Attached hereto as Exhibit 10.1 is the correct Amended and Restated Asset Purchase Agreement by and between Cal Dive International, Inc., as Buyer, and Torch Offshore, Inc., Torch Offshore, L.L.C., and Torch Express, L.L.C., as Sellers, as of May 2, 2005.

Item 9.01 Financial Statements and Exhibits.

(c) *Exhibits*

Number	Description
10.1	Amended and Restated Asset Purchase Agreement by and between Cal Dive International, Inc., as Buyer, and Torch Offshore, Inc., Torch Offshore, L.L.C., and Torch Express, L.L.C., as Sellers, as of May 2, 2005.

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.

Date: May 6, 2005

CAL DIVE INTERNATIONAL, INC.

By: */s/* A. WADE PURSELL
A. Wade Pursell
Senior Vice President and Chief
Financial Officer

Index to Exhibits

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