

Levenson Ryan
Form 4
February 26, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levenson Ryan

2. Issuer Name and Ticker or Trading Symbol
Great Lakes Dredge & Dock CORP [GLDD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GREAT LAKES DREDGE & DOCK CORP., 2122 YORK ROAD, SECOND FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/22/2019		S	175,409	D	\$ 8.2838 (1)	2,846,216 I By Privet Fund LP (2)
Common Stock	02/25/2019		S	324,591	D	\$ 8.4012 (3)	2,521,625 I By Privet Fund LP (2)
Common Stock	02/26/2019		S	500,000	D	\$ 8.417 (4)	2,021,625 I By Privet Fund LP (2)
Common							148,500 I By Managed

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Stock						Account of Privet Fund Management LLC ⁽⁵⁾
Common Stock				35,816	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common	<u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levenson Ryan C/O GREAT LAKES DREDGE & DOCK CORP., 2122 YORK ROAD, SECOND FLOOR OAK BROOK, IL 60523	X			

Signatures

/s/Kathleen M. LaVoy, by Power of
Attorney

02/26/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Represents the weighted average price. These shares were sold in multiple transactions ranging from \$8.02 to \$8.65, inclusive. Upon request by the Commission staff, the issuer or security holder of the issuer, the reporting person, will provide information regarding the number of shares disposed of at each separate price.
 - (2) Represents shares owned directly by Privet Fund LP ("Privet Fund"). Mr. Levenson, solely by virtue of his position as the managing member of Privet Fund Management LLC ("Privet Fund Management"), the general partner and investment manager of Privet Fund, may be deemed to beneficially own the shares owned directly by Privet Fund for purposes of Section 16. Mr. Levenson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (3) Represents the weighted average price. These shares were sold in multiple transactions ranging from \$8.285 to \$8.54, inclusive. Upon request by the Commission staff, the issuer or security holder of the issuer, the reporting person, will provide information regarding the number of shares disposed of at each separate price.
 - (4) Represents the weighted average price. These shares were sold in multiple transactions ranging from \$8.32 to \$8.54, inclusive. Upon request by the Commission staff, the issuer or security holder of the issuer, the reporting person, will provide information regarding the number of shares disposed of at each separate price.
 - (5) Represents shares held in an account separately managed by Privet Fund Management (the "Privet Fund Account"). Mr. Levenson, solely by virtue of his position as the managing member of Privet Fund Management, the investment manager of the Privet Fund Account, may be deemed to beneficially own the shares held in the Privet Fund Account for purposes of Section 16. Mr. Levenson expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (6) Deferred Stock Units ("DSUs") deferred pursuant to the Company's Director Deferral Plan. The DSUs will be payable in common stock on a 1-for-1 basis on the date upon which Mr. Levenson's board service ends.
 - (7) Not Applicable.
 - (8) No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.