

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 15, 2018

Gulf Island Fabrication, Inc.

(*Exact name of registrant as specified in its charter*)

(*State or other jurisdiction of
incorporation*) **Louisiana** **001-34279** **72-1147390**
(*Commission File Number*) (*IRS Employer Identification No.*)

16225 Park Ten Place, Suite 300, Houston, Texas **77084**
(*Address of principal executive offices*) (*Zip Code*)

(713) 714-6100
(*Registrant's telephone number, including area code*)

Not applicable

(*Former name or former address, if changed since last report*)

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):

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

Indicate by check mark whether the registrant is an emerging growth company 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

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.

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

(d) On October 15, 2018, the Board of Directors (the “Board”) of Gulf Island Fabrication, Inc. (the “Company”) appointed Cheryl Richard to serve as a Class III director effective immediately. Ms. Richard will serve until the Company’s 2021 annual meeting and until her successor is duly elected and qualified.

There is no arrangement or understanding between Ms. Richard and any third person related to her appointment as a director, and there are no transactions in which Ms. Richard has an interest requiring disclosure under Item 404(a) of Regulation S-K. The Board now consists of nine directors.

Ms. Richard will be compensated consistent with the compensation arrangement for non-employee directors, which includes a combination of cash and equity-based incentive compensation. In connection with her appointment to the Board, Ms. Richard was awarded restricted stock units representing a pro rata equity award for 2018. In addition, Ms. Richard and the Company will enter into the Company’s standard form of indemnification agreement, a form of which has been previously filed.

A copy of the Company’s press release issued on October 15, 2018, regarding Cheryl Richard’s appointment to the Board is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated October 15, 2018

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.

GULF ISLAND FABRICATION, INC.

By: /s/ Kirk J. Meche
Kirk J. Meche
President, Chief Executive Officer

Dated: October 15, 2018

NEWS RELEASE

For further information contact:

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FOR IMMEDIATE RELEASE**October 15, 2018**

GULF ISLAND FABRICATION, INC. ANNOUNCES APPOINTMENT OF NEW BOARD MEMBER

Houston, TX – Gulf Island Fabrication, Inc. (“Gulf Island” or the “Company”) (NASDAQ: GIFL), announced today that Ms. Cheryl Richard has been appointed to its Board of Directors, effective October 15, 2018.

Ms. Richard has more than 30-years in the energy industry, including service with upstream, offshore drilling and related companies. She served in various leadership roles for Conoco Phillips, as well as Vice President of Human Resources for Chevron Phillips Chemical Company. She also served as Senior Vice President of Human Resources & Information Technology for Transocean Ltd. Ms. Richard currently serves as a member of the Supervisory Board of SBM Offshore. She holds Bachelor’s and Master’s degrees in business administration from Murray State University, Kentucky.

“We are pleased to welcome Cheryl to Gulf Island’s Board of Directors,” said Jack Laborde, Chairman of the Board. “Her background and industry experience will complement our Board and she will be a tremendous asset as we continue to position Gulf Island for future growth.”

Gulf Island Fabrication, Inc., based in Houston, Texas, with facilities located in Louisiana and Texas, is a leading fabricator of complex steel structures and marine vessels used for Oil & Gas production and transportation, petrochemical and industrial facilities, power generation and alternative energy projects. Gulf Island also provides related installation, hookup, commissioning, repair and maintenance services with specialized crews and integrated project management capabilities. Visit us at our website www.gulfisland.com.

Cautionary Statement:

This press release contains forward-looking statements. Forward-looking statements are all statements other than statements of historical facts, such as projections or expectations relating to such topics as oil and gas prices, operating cash flows, capital expenditures, liquidity and tax rates. The words “anticipates,” “may,” “can,” “plans,” “believes,” “estimates,” “expects,” “projects,” “targets,” “intends,” “likely,” “will,” “should,” “to be,” “potential” and any similar expressions are intended to identify those assertions as forward-looking statements.

We caution readers that forward-looking statements are not guarantees of future performance and actual results may differ materially from those anticipated, projected or assumed in the forward-looking statements. Important factors that can cause our actual results to differ materially from those anticipated in the forward-looking statements include the cyclical nature of the oil and gas industry, changes in backlog estimates, suspension or termination of projects, timing and award of new contracts, financial ability and credit worthiness of our customers and consolidation of our customers, competitive pricing and cost overruns, entry into new lines of business, ability to raise additional capital, ability to sell certain assets advancement on the SeaOne Project, ability to resolve dispute with a customer relating to an alleged termination of contracts to build MPSVs, ability to remain in compliance with our covenants contained in our credit agreement, ability to employ skilled workers, operating dangers and limits on insurance coverage, weather conditions, competition, customer disputes, adjustments to previously reported profits under the percentage-of-completion method, loss of key personnel, compliance with regulatory and environmental laws, ability to utilize navigation canals, performance of subcontractors, systems and information technology interruption or failure and data security breaches and other factors described in more detail in “Risk Factors” in Item 1A of our annual report on Form 10-K for the year ended December 31, 2017, as updated by our subsequent filings with the U.S. Securities and Exchange Commission.

Investors are cautioned that many of the assumptions upon which our forward-looking statements are based are likely to change after the forward-looking statements are made, which we cannot control. Further, we may make changes to our business plans that could affect our results. We caution investors that we do not intend to update forward-looking statements more frequently than quarterly notwithstanding any changes in our assumptions, changes in business plans, actual experience or other changes, and we undertake no obligation to update any forward-looking statements.