

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): January 13, 2026

Gulf Island Fabrication, Inc.

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction of incorporation)

001-34279
(Commission File Number)

72-1147390
(IRS Employer Identification No.)

2170 Buckthorne Place, Suite 420
The Woodlands, Texas 77380

(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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------------|-------------------|---|
| Common Stock, no par value per share | GIFI | NASDAQ |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.

Gulf Island Fabrication, Inc. (the “Company”) held a special meeting of the Company’s shareholders on January 13, 2026 (the “Special Meeting”). At the Special Meeting, the Company’s shareholders approved: (1) the Merger Proposal (as defined below) and (2) the Merger Compensation Proposal (as defined below). A proposal to adjourn the Special Meeting to solicit additional proxies was not needed because there were sufficient votes to obtain approval of the Merger Proposal.

Of the 15,998,611 shares of the Company’s common stock, no par value per share, outstanding as of the record date of November 24, 2025 (the “Record Date”), 13,112,801 shares were represented in person or by valid proxies at the Special meeting, representing approximately 82% of the total shares of common stock outstanding as of the Record Date. The percentage constituted a quorum. Set forth below are the matters acted upon by the Company’s shareholders at the Special Meeting, each of which was approved, as well as the final voting results of each such matter.

Proposal No. 1: The Merger Proposal. To approve the Agreement and Plan of Merger (the “Merger Agreement”) dated November 7, 2025 by and among IES Holdings, Inc. (“IES”), a Delaware corporation, IES Merger Sub, LLC, a Louisiana limited liability company and an indirect wholly owned subsidiary of IES (“Merger Sub”), and the Company, pursuant to which Merger Sub will be merged with and into the Company, with the Company surviving as an indirect wholly owned subsidiary of IES (the “Merger”), and the other transactions contemplated by the Merger Agreement (the “Merger Proposal”).

| For | Against | Abstain |
|------------|---------|---------|
| 12,913,688 | 67,686 | 131,427 |

Proposal No. 2: The Merger Compensation Proposal. To approve, on a non-binding advisory basis, certain compensation that will or may be paid or become payable to the Company’s named executive officers in connection with the Merger, including completion of the Merger (the “Merger Compensation Proposal”).

| For | Against | Abstain |
|------------|---------|---------|
| 12,750,608 | 250,422 | 111,771 |

Item 8.01 Other Events.

On January 13, 2026, the Company issued a press release (the “Press Release”) announcing the results of the Special Meeting. A copy of the Press Release is attached as hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|----------------------|---|
| 99.1 | Press Release, dated January 13, 2026. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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/ Westley S. Stockton

Westley S. Stockton

Executive Vice President, Chief Financial Officer, Treasurer and Secretary (Principal
Financial Officer and Principal Accounting Officer)

Dated: January 13, 2026



**GULF ISLAND
SHAREHOLDERS VOTE TO APPROVE ACQUISITION BY IES HOLDINGS**

THE WOODLANDS, TX, January 13, 2026 - Gulf Island Fabrication, Inc. (NASDAQ: GIF1) (“Gulf Island” or the “Company”), a leading steel fabricator and service provider to the industrial, energy and government sectors, today announced that at its special meeting of shareholders held earlier today (the “Special Meeting”), Gulf Island’s shareholders approved the acquisition of Gulf Island by IES Holdings, Inc. (the “Merger”). Subject to the satisfaction or waiver of the remaining customary closing conditions set forth in the merger agreement, the parties intend to complete the Merger on January 16, 2026. If the Merger is completed, the Company’s common stock will no longer be publicly traded and will be delisted from Nasdaq.

ABOUT GULF ISLAND

Gulf Island is a leading fabricator of complex steel structures, modules and automation systems, and a provider of specialty services, including engineering, project management, commissioning, repair, maintenance, scaffolding, coatings, welding enclosures, cleaning and environmental, and technical field services to the industrial, energy and government sectors. The Company’s customers include U.S. and, to a lesser extent, international energy producers; refining, petrochemical, LNG, industrial and power operators; EPC companies; and federal, state and local governments. The Company is headquartered in The Woodlands, Texas and its primary operating facilities are located in Houma, Louisiana and Houston, Texas.

CAUTIONARY STATEMENT

This release contains forward-looking statements. Forward-looking statements, within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, are all statements other than statements of historical facts, such as projections or expectations relating to completion of the Merger and the realization of the anticipated benefits of the Merger. The words “anticipates,” “appear,” “may,” “can,” “plans,” “believes,” “estimates,” “expects,” “projects,” “targets,” “intends,” “likely,” “will,” “should,” “to be,” “proposed,” “potential” and any similar expressions are intended to identify those assertions as forward-looking statements.

The Company cautions 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 its actual results to differ materially from those anticipated in the forward-looking statements include, but are not limited to, the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the failure to satisfy all other conditions to completion of the Merger; the failure of the Merger to close for any other reason, including due to a Company Material Adverse Effect (as defined in the Merger Agreement); risks related to disruption of management’s attention from the Company’s ongoing business operations due to the Merger; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted against the Company and others relating to the Merger Agreement, the Merger or otherwise; the risk that the pendency of the Merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the pendency of the Merger; the impact on the market price of the Company’s common stock if the Merger is not completed; the effect of the announcement of the Merger on the Company’s relationships with its contractual counterparties, including customers, operating results and business generally; the amount of the costs, fees, expenses and charges related to the Merger; and other factors described under the heading “Risk Factors” in Part I, Item 1A of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as updated by subsequent filings with the SEC.

Additional factors or risks that the Company currently deems immaterial, that are not presently known to the Company or that arise in the future could also cause the Company’s actual results to differ materially from its expected results. Given these uncertainties, investors are cautioned that many of the assumptions upon which the Company’s forward-looking statements are based are likely to change after the date the forward-looking statements are made, which it cannot control. Further, the Company may make changes to its business plans that could affect its results. The Company cautions investors that it undertakes no obligation to publicly update or revise any forward-looking statements, which speak only as of the date made, for any reason, whether as a result of new information, future events or developments, changed circumstances, or otherwise, and notwithstanding any changes in its assumptions, changes in business plans, actual experience or other changes.

COMPANY INFORMATION

Richard W. Heo
Chief Executive Officer
713.714.6100

Westley S. Stockton
Chief Financial Officer
713.714.6100