HELIX ENERGY SOLUTIONS GROUP INC
Form 425
March 17, 2006

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: March 12, 2006
(DATE OF EARLIEST EVENT REPORTED)
REMINGTON OIL AND GAS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	1-11516	75-2369148
(State of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

8201 Preston Road Suite 600 Dallas, Texas (Address of Principal executive offices)	75225-6211 (Zip Code)

Registrant s Telephone Number, Including Area Code: (214) 210-2650

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

þ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
þ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Executive Officer Compensation

By resolution at its January 20, 2006 meeting, the Compensation Committee of the Board of Directors approved Remington Oil and Gas Corporation s (Remington) 2006 retention bonus pool in a total amount of approximately $1.8 million, to be paid to employees of Remington who remain employed by Remington until the proposed merger between Remington and a wholly owned subsidiary of Helix Energy Solutions Group, Inc. (f/k/a Cal Dive International, Inc.) is consummated. The Board of Directors approved the 2006 retention bonus pool by a unanimous vote at its January 22, 2006 special meeting relating to the proposed merger. On March 12, 2006, based on the recommendations of Mr. James A. Watt, Chairman and Chief Executive Officer of Remington, and in accordance with the Compensation Committee Charter and Remington s bylaws, the following retention bonuses were awarded to named executive officers:

Murphy, Robert	President/COO	$240,000
Cox, Greg	Vice President/Exploration	$ 96,000
Smith, Frank	Sr. Vice President/Finance	$ 73,600
Craig, Steve	Sr. Vice President	$ 73,200

Forward-Looking Statements

Statements in this report regarding the proposed merger involving Remington and Helix Energy Solutions Group, Inc. (Helix ESG), the expected timetable for completing the transaction, financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about Remington or Helix ESG managements future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: stockholders could not vote to approve the transaction; regulatory approvals might not be obtained; the ability to consummate the transaction; and the other factors described in Remington s and Helix ESG s respective Annual Reports on Form 10-K for the year ended December 31, 2004 and the companies most recent quarterly reports filed with the Securities and Exchange Commission (SEC). Remington disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this report.

Additional Information About the Merger and Where to Find It

Remington and Helix ESG will file a proxy statement/prospectus and other relevant documents concerning the proposed merger transaction between Remington and Helix ESG with the SEC. Investors are urged to read the proxy statement/prospectus when it becomes available and any other relevant documents filed with the SEC because they will contain important information. You will be able to obtain the documents free of charge at the website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with the SEC by Remington free of charge by requesting them in writing from Remington or by telephone at (214) 210-2650. You may obtain documents filed with the SEC by Helix ESG free of charge by requesting them in writing from Helix ESG or by telephone at (281) 618-0400.

SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC REGARDING THE PROPOSED TRANSACTION WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Remington and Helix ESG, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Remington in connection with the merger. Information about the directors and executive officers of Remington and their ownership of stock of Remington is set forth in the proxy statement for Remington s 2005 Annual Meeting of Stockholders. Information about the directors and executive officers of Helix ESG and their ownership of Helix ESG stock is set forth in the proxy statement for Helix ESG s 2005 Annual Meeting of Shareholders. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/prospectus when it becomes available.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant as of the date below has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

REMINGTON OIL AND GAS CORPORATION

March 16, 2006

By: /s/ James A. Watt

James A. Watt
Chairman and Chief Executive Officer