

SEACOR HOLDINGS INC /NEW/

Form SC 13G/A

February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

SEACOR Holdings Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

811904101
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Names of Reporting Person	Kensico Capital Management Corporation	
		13-4079277	
	I.R.S. Identification Nos. of Above Persons (entities only)		
2.	Check the Appropriate Box (a) <input type="checkbox"/>		
	if a Member of a Group (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	-0-
	6.	Shared Voting Power	570,686
	7.	Sole Dispositive Power	-0-
	8.	Shared Dispositive Power	570,686
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	570,686	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9)	2.7%	
12.	Type of Reporting Person	CO	

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1.	Names of Reporting Person	Michael Lowenstein	
	I.R.S. Identification Nos. of Above Persons (entities only)		
2.	Check the Appropriate Box (a) <input type="checkbox"/>		
	if a Member of a Group (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	-0-
	6.	Shared Voting Power	570,686
	7.	Sole Dispositive Power	-0-
	8.	Shared Dispositive Power	570,686
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	570,686	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9)	2.7%	
12.	Type of Reporting Person	IN, HC	

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1. Names of Reporting Person Thomas J. Coleman
 - I.R.S. Identification Nos. of
Above Persons (entities only)
 2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐
 3. SEC Use Only
 4. Citizenship or Place of Organization United States
 - Number of
Shares Beneficially
Owned by Each
Reporting Person
With
 5. Sole Voting Power -0-
 6. Shared Voting Power 570,686
 7. Sole Dispositive Power -0-
 8. Shared Dispositive Power 570,686
 9. Aggregate Amount
Beneficially Owned by Each
Reporting Person 570,686
 10. Check Box if the Aggregate
Amount in Row (9) Excludes
Certain Shares ☐
 11. Percent of Class Represented
by Amount in Row (9) 2.7%
 12. Type of Reporting Person IN, HC
-

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Amendment No. 4 to Schedule 13G (FINAL AMENDMENT)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission (the "Commission") on behalf of the Reporting Persons on April 20, 2007, Amendment No. 1 thereto filed on February 14, 2008, Amendment No. 2 thereto filed on February 17, 2009 and Amendment No. 3 thereto filed on February 16, 2010 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership.

For each Reporting Person:

(a) Amount beneficially owned:

Each of Kensico Capital Management, Mr. Lowenstein and Mr. Coleman may be deemed to beneficially own the 570,686 shares of Common Stock held for the accounts of the Funds. Of such 570,686 shares of Common Stock, Kensico Partners directly beneficially owns 165,441 shares of Common Stock, Kensico Associates directly beneficially owns 245,026 shares of Common Stock, Kensico Offshore directly beneficially owns 112,125 shares of Common Stock and Kensico Offshore II directly beneficially owns 48,094 shares of Common Stock.

(b) Percent of class: 2.7%

This calculation is based on 21,241,915 shares of Common Stock issued and outstanding as of October 25, 2010, as reported in the Issuer's Report on Form 10Q for the period ended September 30, 2010 filed with the Commission on October 29, 2010.

(c) Number of shares to which each Reporting Person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 570,686

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose of or direct the disposition of: 570,686

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Item 5. Ownership Of Five Percent Or Less Of A Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following: [X]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

KENSICO CAPITAL MANAGEMENT CORP.

BY: /s/ MICHAEL LOWENSTEIN
Signature

Michael Lowenstein, Authorized
Signatory
Name/Title

/s/ MICHAEL LOWENSTEIN
Signature

/s/ THOMAS J. COLEMAN
Signature