

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

Effective March 22, 2019, the Company appointed Austin J. Shanfelter, age 61, a member of the Company's board since 2007, as Interim Chief Operating Officer, while the Company conducts a search. Information concerning Mr. Shanfelter required by this Item 5.02 of Form 8-K is contained in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on May 14, 2018 and is incorporated herein by reference and a copy of the March 22, 2019 letter describing the terms of Mr. Shanfelter's employment with the Company is attached to this Form 8-K as Exhibit 99.1 There are no related party transactions reportable pursuant to Item 404(a) of Regulation S-K in connection with Mr. Shanfelter's appointment.

Item 8.01 Other Events

On March 26, 2019, the Company issued a press release announcing the appointment of Mr. Austin Shanfelter as Interim Chief Operating Officer. A copy of the press release is attached to this Form 8-K as Exhibit 99.2.

Exhibit Index

Exhibit No.	Description
	A copy of the March 22, 2019 Offer of Employment Letter, describing Mr. Shanfelter's terms of employment with the Company.
<u>99.1</u>	Press release issued March 26, 2019 announcing the March 22, 2019 appointment of Mr. Shanfelter.
<u>99.2</u>	

SIGNATURE

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.

Orion Group Holdings, Inc.

Dated: March 27, 2019 By: /s/ Mark R. Stauffer
President and Chief Executive Officer