

Exchange Act. []

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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	<u>Press Release dated October 15, 2018</u>

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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

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