

GULF ISLAND FABRICATION INC  
Form DEFR14A  
March 21, 2012

OMB APPROVAL

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934 (Amendment No. 1 )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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- .. CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
  
- .. Definitive Proxy Statement
  
- x Definitive Additional Materials
  
- .. Soliciting Material Pursuant to § 240.14a-12

**GULF ISLAND FABRICATION, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
  
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SEC 1913 (04-05)

**EXPLANATORY STATEMENT**

The prior year's version of the proxy card was inadvertently filed with the definitive proxy statement of Gulf Island Fabrication, Inc. (the Company), filed with the Securities and Exchange Commission on March 16, 2012. The attached is the 2012 proxy card, which was first mailed to the Company's shareholders on March 16, 2012 with the Company's definitive proxy statement.

**This Proxy is Solicited on Behalf of the Board of Directors of**

**GULF ISLAND FABRICATION, INC.**

The undersigned hereby constitutes and appoints Kerry J. Chauvin and Deborah Kern-Knoblock, or either of them, proxy for the undersigned, with full power of substitution, to represent the undersigned and to vote, as designated on the reverse side, all of the shares of Common Stock of Gulf Island Fabrication, Inc. (the Company ) that the undersigned is entitled to vote held of record by the undersigned on March 8, 2012, at the annual meeting of shareholders of the Company to be held on April 26, 2012 (the Annual Meeting ), and at all adjournments thereof.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. **If no direction is made on a matter listed on the back of this card, this proxy will be voted as the Board of Directors recommends. The individuals designated above will vote in their discretion on any other matter that may properly come before the meeting.**

*(Please See Reverse Side)*

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**ANNUAL MEETING OF SHAREHOLDERS OF**

**GULF ISLAND FABRICATION, INC.**

**April 26, 2012**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:**

The Notice of Meeting, proxy statement and proxy card

are available at [www.gulfisland.com/eproxy](http://www.gulfisland.com/eproxy)

Please sign, date and mail

your proxy card in the

envelope provided as soon

as possible.

Please detach along perforated line and mail in the envelope provided.

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE NOMINEES LISTED BELOW, FOR THE APPROVAL,**

**ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AND FOR THE RATIFICATION OF OUR INDEPENDENT AUDITOR. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

- |  |  | FOR | AGAINST | ABSTAIN |
|--|--|-----|---------|---------|
| 1. Election of the nominees for directors. |  | ..  | ..      | ..      |
|  | <b>NOMINEES:</b>   |     |         |         |
| .. FOR ALL NOMINEES                        | <input type="checkbox"/> Kerry J. Chauvin  |     |         |         |
|  | <input type="checkbox"/> Jerry D. Dumas, Sr.   |     |         |         |
| .. <b>WITHHOLD AUTHORITY</b>               |  |     |         |         |
| <b>FOR ALL NOMINEES</b>                    |  |     |         |         |
| .. <b>FOR ALL EXCEPT</b>                   |  |     |         |         |
| (See instructions below)                   |  |     |         |         |
|  | 2. To approve, on an advisory basis, the compensation of our named executive officers;                   |     |         |         |
|  | 3. To ratify the appointment of the Company's independent registered public accounting firm; and         | ..  | ..      | ..      |
|  | 4. To transact such other business as may properly come before the meeting and any adjournments thereof. |     |         |         |

**Please mark, sign, date and return this proxy promptly using the enclosed envelope.**

**INSTRUCTIONS:**

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To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here:

1

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ..

Signature of Shareholder

Date:

Signature of Shareholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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