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ITEM 1.01. Entry Into a Material Definitive Agreement

On January 24, 2005, GulfMark Offshore, Inc. (the "Company") entered into a Supplemental Agreement to amend the \$50,000,000 Senior Secured Revolving Credit Facility Agreement, dated December 23, 2004 (the "Amendment"), by and among the Company, as Guarantor, Gulf Offshore N.S. Limited

, a wholly-owned subsidiary of the Company, as Borrower; Nordea Bank Norge ASA, as Arranger; Nordea Bank Finland Plc, as Facility Agent & Security Trustee; and the banking and financial institutions named therein. The \$50,000,000 Senior Secured Revolving Credit Facility Agreement (the "Facility Agreement") was previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K on December 23, 2004, and is incorporated herein by reference.

The Amendment amends the Facility Agreement to change the definitions of Relevant Fraction and Relevant Insured Amount, to modify the required amounts of insurance on the Vessels and to include a Leverage Ratio section in Schedule 6 Certificate of Compliance.

ITEM 9.01 Financial Statements and Exhibits

(c)I0.1 Supplemental Agreement amending the Facility Agreement.

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.

GulfMark Offshore, Inc.

Date: January 26, 2005

By: /s/ Edward A. Guthrie  
Edward A. Guthrie  
Executive Vice President and Chief Financial Officer