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GULF ISLAND FABRICATION INC

Form 8-K

July 30, 2007

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 27, 2007

GULF ISLAND FABRICATION, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Louisiana | 0-22303 | 72-1147390 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

583 Thompson Road
Houma, Louisiana 70363
(Address of principal executive offices) (Zip Code)

(985) 872-2100
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

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

(d) On July 27, 2007, the Board of Directors of Gulf Island Fabrication,

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Inc. (the "Company") elected Christopher Harding as a Class II director to serve until the 2008 annual meeting of shareholders and Michael Flick as a Class I director to serve until the 2010 annual meeting of shareholders. The Board appointed Mr. Harding to serve as a member of the Compensation Committee and Mr. Flick to serve as a member of the Audit Committee. There are no transactions in which either Mr. Harding or Mr. Flick has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.

Effective July 27, 2007, the Board of Directors amended the Company's By-laws to increase the size of the Board from eight to nine directors. A copy of the By-laws as amended and restated is attached as Exhibit 3.2 to this Form 8-K.

Item 8.01 Other Events.

On July 27, 2007, the Board of Directors of the Company announced the appointment of Johannes Ikdal as the President of G. M. Fabricators, L. P. d/b/a Gulf Marine Fabricators, the Company's South Texas subsidiary.

On July 27, 2007, the Company issued a press release announcing the declaration of a common stock dividend. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.2 By-laws of the Company as Amended and Restated through July 27, 2007.

99.1 Press Release dated July 27, 2007.

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/ Joseph P. Gallagher, III

Joseph P. Gallagher, III
Vice President - Finance,
Chief Financial Officer
and Treasurer
(Principal Financial Officer
and Duly Authorized Officer)

Dated: July 27, 2007