

SAExploration Holdings, Inc.
 Form 4
 July 05, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Siegfried David

2. Issuer Name and Ticker or Trading Symbol
 SAExploration Holdings, Inc.
 [SAEX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3333 8TH STREET SE, 3RD FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-Business Dev. See remarks

CALGARY, A0 T2G 3A4

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exchangeable Shares ⁽¹⁾	<u>(1)</u>	06/24/2013	A		4,185		06/24/2013	<u>(2)</u>	Common Stock	23,852 ⁽³⁾
Exchangeable Shares ⁽¹⁾	<u>(1)</u>	06/24/2013	A		11,219		06/24/2013	<u>(2)</u>	Common Stock	63,941 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siegfried David 3333 8TH STREET SE 3RD FLOOR CALGARY, A0 T2G 3A4			EVP-Business Dev. See remarks	

Signatures

/s/ David Siegfried
07/04/2013

^{**}Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The exchangeable shares were issued by 1623753 Alberta Ltd. ("1623753"), a wholly-owned Canadian subsidiary of SAExploration, Inc., and each exchangeable share was convertible into one share of Former SAE common stock at the option of the holder thereof.
- (2) The exchangeable shares have no expiration date.
- (3) Represents 23,852 shares of Common Stock into which the 4,185 exchangeable shares held by David Siegfried are currently convertible (in lieu of shares of Former SAE common stock) following the Merger.
- (4) The closing price of the Common Stock immediately prior to the Merger was \$9.98 per share.
- (5) Represents 63,941 shares of Common Stock into which the 11,219 exchangeable shares held by Margaret Siegfried, spouse of David Siegfried, are currently convertible (in lieu of shares of Former SAE common stock) following the Merger.

Remarks:

David Siegfried is Executive Vice President - Business Development of SAExploration, Inc., which became a subsidiary of the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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