

SAExploration Holdings, Inc.
Form 4
July 09, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Hastings Jeff

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

3333 8TH STREET SE, 3RD FLOOR

(Street)

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

CALGARY, A0 T2G 3A4

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/24/2013		A		3,269,954 <u>(1)</u>	A	<u>(2)</u>	3,269,954 <u>(1)</u>	I	Through dispositive and voting control of CLCH, LLC <u>(1)</u>
Common Stock					2,020,300 <u>(3)</u>				I	Through dispositive and voting control of CLCH, LLC

Common Stock	1,196,846 <u>(5)</u>	I	(1) Through group membership <u>(4)</u> <u>(5)</u>
Common Stock	284,964 <u>(6)</u>	I	Through group membership <u>(4)</u> <u>(6)</u>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hastings Jeff 3333 8TH STREET SE 3RD FLOOR CALGARY, A0 T2G 3A4	X	X	Executive Chairman	

Signatures

/s/ Jeff Hastings 07/03/2013
 **Signature of Date
 Reporting Person

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).

- Represents 3,269,954 shares of Common Stock held directly by CLCH, LLC an Alaska limited liability company controlled by Jeff Hastings ("CLCH"), which shares were received in exchange for 573,750 shares of common stock of the entity formerly known as SAExploration Holdings, Inc. ("Former SAE") upon the consummation of a merger transaction involving the Issuer, formerly known as Trio Merger Corp., pursuant to which Former SAE merged with and into a wholly-owned subsidiary of the Issuer (the "Merger").
- (1) The closing price of the Common Stock immediately prior to the Merger was \$9.98 per share.
 - (2) Includes (i) 390,859 shares of Common Stock that may be issued to the holders of certain derivative securities of Former SAE upon their conversion or exercise, over which CLCH has voting control as nominee of the Issuer pursuant to the Merger, and (ii) 1,629,441 shares of Common Stock over which CLCH was granted voting control pursuant to voting proxy agreements entered into with certain stockholders of the Issuer in connection with the Merger.
 - (3) CLCH is a member of a "group" with Jeff Hastings, Brian A. Beatty, Sheri L. Beatty, Seismic Management Holdings Inc., Seismic Management, LLP and Brent Whiteley for purposes of Section 13(d) of the Exchange Act.
 - (4) Seismic Management Holdings Inc., directly, and Seismic Management, LLP, Brian A. Beatty and Sheri L. Beatty, indirectly, own these shares (the "Seismic Shares"). CLCH has a beneficial ownership interest in the Seismic Shares through its group membership.
 - (5) Brent Whiteley directly owns these shares (the "Whiteley Shares"). CLCH has a beneficial ownership interest in the Whiteley Shares through its group membership.
 - (6)

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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