

ODYSSEY MARINE EXPLORATION INC  
Form 8-K  
February 02, 2012

**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): February 1, 2012**

**ODYSSEY MARINE EXPLORATION, INC.**

**(Exact name of registrant as specified in its charter)**

**Nevada**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-31895**  
**(Commission**  
  
**File Number)**

**84-1018684**  
**(IRS Employer**  
  
**Identification No.)**

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5215 West Laurel Street

Tampa, Florida 33607

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (813) 876-1776

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 (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On February 2, 2012, Odyssey Marine Exploration, Inc. issued a press release announcing that it has executed an agreement with the Maritime Heritage Foundation for the financing, archaeological survey and excavation, conservation and exhibit of HMS *Victory* (1744) and artifacts from the shipwreck site.

***Safe Harbor for Forward-Looking Statements***

This Current Report on Form 8-K (including Exhibit 99.1 hereto) contains forward-looking statements within the meaning of Section 21E of the Securities Act of 1934. The statements regarding Odyssey contained in this report that are not historical in nature, particularly those that utilize terminology such as may, will, should, likely, expects, anticipates, estimates, believes, plans, or comparable terminology, are forward-looking statements based on current expectations and assumptions, and entail various risks and uncertainties that could cause actual results to differ materially from those expressed in such forward-looking statements.

Important factors known to Odyssey that could cause such material differences are described in Odyssey's Annual Report on Form 10-K for the year ended December 31, 2010, and in subsequent reports filed by Odyssey with the Securities and Exchange Commission. Accordingly, readers of this Current Report on Form 8-K should consider these factors in evaluating, and are cautioned not to place undue reliance on, the forward-looking statements contained herein. Odyssey undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Item 9.01. Financial Statements and Exhibits.**

*(a) Financial Statements of Businesses Acquired.*

Not applicable.

*(b) Pro Forma Financial Information.*

Not applicable.

*(c) Shell Company Transactions.*

Not applicable.

*(d) Exhibits.*

99.1 Press release issued by Odyssey Marine Exploration, Inc. on February 2, 2012

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ODYSSEY MARINE EXPLORATION, INC.**

Dated: February 2, 2012

By: /s/ Michael J. Holmes  
Michael J. Holmes  
*Chief Financial Officer*

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Odyssey Marine Exploration, Inc. on February 1, 2012