SEACOR HOLDINGS INC /NEW/

Form SC 13G/A February 14, 2008

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Seacor Holdings Inc.
(Name of Issuer)

COMMON STOCK (Title of Class of Securities)

811904101

(CUSIP Number)

December 31, 2007 (Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[_]	Rule	13d-1(b)
[X]	Rule	13d-1(c)

[_] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 811904101 SCHEDULE 13G Page 2 of 8

CUSIF NO. 011904101 SCHEDULE 13G Fage 2 01 0

Name of Reporting Person:

KENSICO CAPITAL MANAGEMENT CORPORATION

I.R.S. Identification Nos. of Above Persons (entities only)

13-4079277

2	Check the Appropriate Bo	x if a Mer	mber of a Group:	(a) [_] (b) [_]
3	SEC Use Only			
4	Citizenship or Place of	Organizat:	ion:	
	Delaware			
	Number of	5	Sole Voting Power	
	Shares		1,684,540 	
	Beneficially	6	Shared Voting Pow	rer
	Owned by		-0-	
	Each	7	Sole Dispositive	Power
			1,684,540	
	Reporting Person	8	Shared Dispositiv	e Power
	With		-0-	
9	Aggregate Amount Benefic	ially Own	ed by Each Reporting	Person:
	1,684,540			
10	Check Box If the Aggrega Certain Shares:	te Amount	in Row (9) Excludes	[_]
11	Percent of Class Represe	nted by Ar	nount in Row (9):	
	7.3%			
12	Type of Reporting Person	:		
	со			
CUSIP N	No. 811904101	SCHEDULI	 ∑ 13G 	Page 3 of 8
1	Name of Reporting Person	 :		
	MICHAEL LOWENSTEIN			
	I.R.S. Identification No.	s. of Abo	ve Persons (entities	only)
2	Check the Appropriate Bo	x if a Mer	mber of a Group:	(a) [_] (b) [_]

3	SEC Use Only			
4	Citizenship or Place of	Organizati	on:	
	United States of Americ	:a		
	M. ole e C	5	Sole Voting Pow	
	Number of		1,684,540	
	Shares	6	Shared Voting P	ower
	Beneficially		-0-	
	Owned by	7	Sole Dispositiv	e Power
	Each		1,684,540	
	Reporting Person	8	Shared Disposit	ive Power
	With		-0-	
9	Aggregate Amount Benefi	cially Owne	ed by Each Reportin	g Person:
	1,684,540			
10	Check Box If the Aggreg	rate Amount	in Row (9) Exclude	
				[_]
11	Percent of Class Repres	ented by Am	nount in Row (9):	
	7.3%			
12	Type of Reporting Perso	n:		
	IN; HC			
	No. 811904101	SCHEDULE	 I 13G	Page 4 of 8
1	Name of Reporting Perso			
	THOMAS J. COLEMAN			
	I.R.S. Identification N			
2	Check the Appropriate B	sox if a Mem	nber of a Group:	(a) [_] (b) [_]
3	SEC Use Only			
4	 Citizenship or Place of	 Organizati	 .on:	

	Miim	mber of		5	Sole Voting Power	
					1,684,540	
	S	Shares		6	Shared Voting Powe	
	Bene	eficially	7		-0-	
	Own	ned by		 7	Sole Dispositive Po	
	E	Each		,	_	5WC1
	Report	ing Pers	son		1,684,540	
	W	√ith		8	Shared Dispositive	Power
					-0- 	
)	Aggregat	ce Amount	Beneficia	ally Owne	ed by Each Reporting Pe	erson:
	1,684,54	10				
LO			Aggregate	Amount	in Row (9) Excludes	
	Certain	Shares:				[_]
 L1	 Percent	of Class	 Represent	ed by An	 nount in Row (9):	
	7.3%			2	(,,,,	
	1.50					
12	Type of	Reportir	g Person:			
12	Type of	Reportir	ng Person:			
12		Reportir	ng Person:			
	IN; HC		ng Person:			
			ng Person:	SCHEDULE	: 13G	Page 5 of 8
	IN; HC		ng Person:	SCHEDULE	 13G	Page 5 of 8
 CUSIP 1	IN; HC	 1101 	ng Person:	SCHEDULE	 13G	Page 5 of 8
 CUSIP 1	IN; HC	1101 	of Issuer:		: 13G 1e "Company")	Page 5 of 8
CUSIP I	IN; HC	Name of Seacon	of Issuer:	Inc. (th		
CUSIP I	IN; HC	Name of Seacor	of Issuer:	Inc. (th	ne "Company")	
CUSIP 1	IN; HC	Name of Seacon Address 2200 F.O. E	of Issuer: Holdings ss of Issue	Inc. (ther's Prin	ne "Company") ncipal Executive Office	
CUSIP I	IN; HC	Name of Seacon Address 2200 F.O. E	of Issuer: Holdings ss of Issue	Inc. (ther's Prin	ne "Company")	
CUSIP I	IN; HC	Name of Seacon Address 2200 F P.O. F Fort I	of Issuer: Holdings ss of Issue	Inc. (ther's Prince FL 3331	ne "Company") ncipal Executive Office	
	IN; HC	Name of Seacon Addres 2200 F P.O. F Fort I Name of The St	of Issuer: Holdings s of Issue Cller Drive Box 13038 Lauderdale,	Inc. (ther's Prince FL 3331 Filing:	ne "Company") ncipal Executive Office	es: ne following
CUSIP 1	IN; HC	Name of Seacon Addres 2200 F P.O. F Fort I Name of The St	of Issuer: Holdings s of Issue Cller Drive Box 13038 Lauderdale, of Persons Latement is	Inc. (ther's Prince FL 3331 Filing: S filed of tively, the Capital N	ne "Company") ncipal Executive Office 6, United States on behalf of each of th	es: ne following "):

(iii) Thomas J. Coleman ("Mr. Coleman").

This statement relates to shares of Common Stock of the Company held for the accounts of Kensico Partners, L.P., a Delaware limited partnership ("Kensico Partners"), Kensico Associates, L.P., a Delaware limited partnership ("Kensico Associates"), Kensico Offshore Fund, Ltd., a limited liability company organized under the laws of the Cayman Islands, B.W.I. ("Kensico Offshore"), and Kensico Drawdown Fund, L.P., a Delaware limited partnership ("Kensico Drawdown" and, together with Kensico Partners, Kensico Associates and Kensico Offshore, the "Funds"). Kensico Capital Management serves as investment manager to the Funds and, in such capacity, may be deemed to have voting and dispositive power over the shares held for the accounts of the Funds. Kensico Capital LLC, a Delaware limited liability company ("Kensico Capital"), serves as General Partner of the Funds, other than Kensico Offshore and Kensico Drawdown. Kensico Drawdown LLC, a Delaware limited liability company, serves as General Partner of Kensico Drawdown. Mr. Lowenstein and Mr. Coleman serve as Co-Presidents of Kensico Capital Management and are Managing Members of Kensico Capital and Kensico Drawdown LLC.

Item 2(b). Address of Principal Business Office:

For each Reporting Person:

Michael Lowenstein Kensico Capital Management Corporation 55 Railroad Avenue, 2nd Floor Greenwich, Connecticut 06830

CUSIP No. 811904101 SCHEDULE 13G Page 6 of 8

_

Item 2(c). Citizenship:

See row 4 of each Reporting Persons' cover page.

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 811904101

Item 3. Not applicable.

Item 4. Ownership.

For each Reporting Person:

(a) Amount beneficially owned:

As of December 31, 2007, each of Kensico Capital Management, Mr. Lowenstein and Mr. Coleman may be deemed to be the beneficial owner of the 1,684,540 shares of Common Stock held for the accounts of the Funds. Kensico Partners owns beneficially 375,800 shares of Common Stock, Kensico Associates owns beneficially 509,440 shares of Common Stock,

Kensico Offshore owns beneficially 654,500 shares of Common Stock and Kensico Drawdown owns beneficially 144,800 shares of Common Stock.

(b) Percent of class:

7.3% of the total outstanding shares of Common Stock, from which Kensico Partners, Kensico Associates, Kensico Offshore and Kensico Drawdown own 1.6%, 2.2%, 2.9% and 0.6%, respectively. This percentage is based upon 23,147,246 shares of Common Stock issued and outstanding (the number of shares of Common Stock reported in the Company's Form 10-Q filed November 2, 2007).

- (c) Number of shares to which each Reporting Person has:
 - (i) Sole power to vote or direct the vote: 1,684,540
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 1,684,540
 - (iv) Shared power to dispose of or direct the disposition of: -0-
- Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

CUSIP No. 811904101 SCHEDULE 13G Page 7 of 8

- (i) The partners of Kensico Partners have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares held by Kensico Partners in accordance with their partnership interests in Kensico Partners.
- (ii) The partners of Kensico Associates have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares held by Kensico Associates in accordance with the partnership interests in Kensico Associates.
- (iii) The shareholders of Kensico Offshore have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares held by Kensico Offshore in accordance with their ownership interests in Kensico Offshore.
- (iv) The partners of Kensico Drawdown have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares held by Kensico Drawdown in

accordance with their partnership interests in Kensico Drawdown.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of a Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 811904101 SCHEDULE 13G Page 8 of 8

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2008

KENSICO CAPITAL MANAGEMENT CORPORATION

BY: /s/ Michael Lowenstein
-----Signature

Michael Lowenstein, Authorized Signatory
----Name/Title

MICHAEL LOWENSTEIN

/s/ Michael Lowenstein

Signature

THOMAS J. COLEMAN