

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 4)¹

Tidewater Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

88642R 10 9
(CUSIP Number)

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 27, 2019
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ 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*).

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON Raging Capital Management, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER - 0 - |
| | 8 | SHARED VOTING POWER 1,937,538 |
| | 9 | SOLE DISPOSITIVE POWER - 0 - |
| | 10 | SHARED DISPOSITIVE POWER 1,937,538 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,937,538 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9% | |
| 14 | TYPE OF REPORTING PERSON IA | |

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON William C. Martin | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 703 (1) |
| | 8 | SHARED VOTING POWER 1,937,538 |
| | 9 | SOLE DISPOSITIVE POWER 703 (1) |
| | 10 | SHARED DISPOSITIVE POWER 1,937,538 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,938,241 (1) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9% | |
| 14 | TYPE OF REPORTING PERSON HC | |

(1) Includes 644 Shares underlying Warrants.

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (“Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) and (e) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 39,231,039 Shares outstanding as of November 4, 2019, which is the total number of Shares outstanding as reported in the Issuer’s Prospectus filed with the Securities and Exchange Commission on November 21, 2019.

As of the close of business on December 30, 2019, each of Raging Capital and William C. Martin may be deemed to beneficially own 1,937,538 Shares held directly by RC GLF by virtue of their relationships with RC GLF discussed in further detail in Item 2 of Schedule 13D, constituting approximately 4.9% of the Shares outstanding.

As of the close of business on December 30, 2019, William C. Martin may be deemed to beneficially own an additional 59 Shares and 644 Shares underlying Warrants held directly by him, which, together with the 1,937,538 Shares held directly by RC GLF that he may also be deemed to beneficially own, constitute approximately 4.9% of the Shares outstanding.

Each of the Reporting Persons, as a member of a “group” with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), may be deemed to beneficially own the securities of the Issuer owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities of the Issuer reported herein that he or it does not directly own. Without limiting the foregoing sentence, each of RC GLF and the Raging Funds specifically disclaims beneficial ownership of the securities of the Issuer held or previously held by it by virtue of its inability to vote or dispose of such securities as a result of the LPA or IMA, as applicable.

(b) Raging Capital and William C. Martin may be deemed to share the power to vote and dispose of the Shares held by RC GLF.

William C. Martin has the sole power to vote and dispose of the Shares he directly owns.

(c) Schedule B annexed hereto lists all transactions in the securities of the Issuer during the past 60 days by the Reporting Persons. All of such transactions were effected in the open market.

(e) As of December 27, 2019, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Shares.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 31, 2019

Raging Capital Management, LLC

By: /s/ Frederick C. Wasch

Name: Frederick C. Wasch
Title: Chief Financial Officer

/s/ Frederick C. Wasch

Frederick C. Wasch as attorney-in-fact for William C. Martin

SCHEDULE B**Transactions in the Securities During the Past 60 Days**

| <u>Class of Security</u> | <u>Securities Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of Purchase/Sale</u> |
|----------------------------|------------------------------------|-------------------|------------------------------|
| <u>RC GLF 1, LP</u> | | | |
| Common Stock | 4,236 | 14.7193 | 11/12/2019 |
| Common Stock | 21,915 | 14.6355 | 11/12/2019 |
| Common Stock | 3,864 | 14.7193 | 11/12/2019 |
| Common Stock | 19,985 | 14.6355 | 11/12/2019 |
| Common Stock | 5,230 | 13.9779 | 11/22/2019 |
| Common Stock | 4,770 | 13.9779 | 11/22/2019 |
| Common Stock | 2,092 | 14.4668 | 11/25/2019 |
| Common Stock | 1,908 | 14.4668 | 11/25/2019 |
| Common Stock | 4,888 | 14.2990 | 12/03/2019 |
| Common Stock | 4,455 | 14.2990 | 12/03/2019 |
| Common Stock | (2,650) | 16.0150 | 12/06/2019 |
| Common Stock | (1,468) | 15.9704 | 12/06/2019 |
| Common Stock | (2,413) | 16.0150 | 12/06/2019 |
| Common Stock | (1,339) | 15.9704 | 12/06/2019 |
| Common Stock | 463 | 15.3000 | 12/10/2019 |
| Common Stock | (463) | 15.3000 | 12/10/2019 |
| Common Stock | (10,464) | 17.0544 | 12/12/2019 |
| Common Stock | (9,536) | 17.0544 | 12/12/2019 |
| Common Stock | (5,232) | 17.0288 | 12/13/2019 |
| Common Stock | (4,768) | 17.0288 | 12/13/2019 |
| Common Stock | (5,232) | 17.3049 | 12/16/2019 |
| Common Stock | (4,768) | 17.3049 | 12/16/2019 |
| Common Stock | (2,093) | 17.4600 | 12/17/2019 |
| Common Stock | (1,907) | 17.4600 | 12/17/2019 |
| Common Stock | (10,464) | 17.7764 | 12/18/2019 |
| Common Stock | (9,536) | 17.7764 | 12/18/2019 |
| Common Stock | (16,112) | 18.4414 | 12/19/2019 |
| Common Stock | (14,680) | 18.4414 | 12/19/2019 |
| Common Stock | (13,081) | 18.6702 | 12/20/2019 |
| Common Stock | (11,919) | 18.6702 | 12/20/2019 |
| Common Stock | (13,761) | 18.8979 | 12/23/2019 |
| Common Stock | (12,539) | 18.8979 | 12/23/2019 |
| Common Stock | (13,081) | 19.1355 | 12/24/2019 |

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|--------------|----------|---------|------------|
| Common Stock | (11,919) | 19.1355 | 12/24/2019 |
| Common Stock | (3,924) | 19.2250 | 12/26/2019 |
| Common Stock | (4,429) | 19.3655 | 12/26/2019 |
| Common Stock | (3,576) | 19.2250 | 12/26/2019 |
| Common Stock | (4,035) | 19.3655 | 12/26/2019 |
| Common Stock | (5,232) | 19.2481 | 12/27/2019 |
| Common Stock | (2,616) | 19.1750 | 12/27/2019 |
| Common Stock | (4,768) | 19.2481 | 12/27/2019 |
| Common Stock | (2,384) | 19.1750 | 12/27/2019 |
| Common Stock | (8,181) | 19.4130 | 12/30/2019 |
| Common Stock | (8,978) | 19.4130 | 12/30/2019 |
| Common Stock | (2,384) | 19.3800 | 12/30/2019 |
| Common Stock | (2,616) | 19.3800 | 12/30/2019 |

RAGING CAPITAL OFFSHORE FUND, LTD.

| | | | |
|----------|----------|--------|------------|
| Warrants | (21,505) | 0.3776 | 12/19/2019 |
| Warrants | (38,306) | 0.1608 | 12/20/2019 |

RAGING CAPITAL FUND (QP), LP

| | | | |
|----------|----------|--------|------------|
| Warrants | (23,600) | 0.3776 | 12/19/2019 |
| Warrants | (66,489) | 0.1608 | 12/20/2019 |