

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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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 *
Whiteley Brent

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)

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO, Gen. Counsel, Secretary / Member of 10% owner group

3333 8TH STREET SE, 3RD FLOOR

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

(Street)

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)
Common Stock	06/24/2013		A	V Amount 284,964 (1)	A 284,964 (1)	D	

Common Stock

5,290,254 (4) I

Through group membership (3) (4)

Common Stock

1,196,846 (5) I

Through group membership (3) (5)

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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 (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whiteley Brent 3333 8TH STREET SE, 3RD FLOOR CALGARY, A0 T2G 3A4	X		CFO, Gen. Counsel, Secretary	Member of 10% owner group

Signatures

/s/ Brent
Whiteley

07/03/2013

**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) Represents 284,964 shares of Common Stock held directly by Brent Whiteley ("Mr. Whiteley") received in exchange for 50,000 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").
- (2) The closing price of the Common Stock immediately prior to the Merger was \$9.98 per share.
- (3) Mr. Whiteley is a member of a "group" with Seismic Holdings Management Inc. ("Seismic Holdings"), Seismic Management, LLP ("Seismic LLP"), Brian A. Beatty ("Mr. Beatty"), Sheri L. Beatty ("Mrs. Beatty"), Jeff Hastings ("Mr. Hastings") and CLCH, LLC ("CLCH") for purposes of Section 13(d) of the Exchange Act.

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- (4) CLCH, both directly and indirectly, and Mr. Hastings, indirectly, own these shares (the "CLCH Shares"). Mr. Whiteley has a beneficial ownership interest in the CLCH Shares through his group membership.
- (5) Seismic Holdings, directly, and Seismic LLP, Mr. Beatty and Mrs. Beatty, indirectly, own these shares (the "Seismic Shares"). Mr. Whiteley has a beneficial ownership interest in the Seismic Shares through his group membership.

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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