

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)  
3333 8TH STREET SE, 3RD FLOOR

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

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

(Street)  
CALGARY, A0 T2G 3A4

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

(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   | 284,964 (1)   | A  | (2) 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<br>3333 8TH STREET SE, 3RD FLOOR<br>CALGARY, A0 T2G 3A4 | X             |           | CFO, Gen. Counsel,<br>Secretary | Member of 10%<br>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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.