
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Civeo Corp

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

17878Y207

(CUSIP Number)

ANDREW FREEDMAN, ESQ.
OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas
New York, NY, 10019
212-451-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/04/2025

(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.

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).

SCHEDULE 13D

CUSIP No. 17878Y207

Name of reporting person

1

Engine Capital, L.P.

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With:

1,063,230.00

Shared Voting Power

8

0.00

Sole Dispositive Power

9

1,063,230.00

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 1,063,230.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 7.8 %

Type of Reporting Person (See Instructions)

14 PN

SCHEDULE 13D

CUSIP No. 17878Y207

Name of reporting person

1 Engine Jet Capital, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Number of 7 Sole Voting Power

Shares	
Beneficially	106,813.00
Owned by	Shared Voting Power
Each	8
Reporting	0.00
Person	Sole Dispositive Power
With:	9
	106,813.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	106,813.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	0.8 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No. 17878Y207

1	Name of reporting person
	Engine Lift Capital, LP
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	109,013.00
Number of	Shared Voting Power
Shares	8
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	9
Reporting	109,013.00
Person	Shared Dispositive Power
With:	10
	0.00
11	Aggregate amount beneficially owned by each reporting person

109,013.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.8 %

Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

CUSIP No. 17878Y207

Name of reporting person

1

Engine Capital Management, LP

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

1,279,056.00

Number of Shares

Shared Voting Power

Beneficially Owned by

8

0.00

Each Reporting Person

9

Sole Dispositive Power

With:

1,279,056.00

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11

1,279,056.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

9.4 %

Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

CUSIP No. 17878Y207

1 Name of reporting person
Engine Capital Management GP, LLC
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization
DELAWARE

7 Sole Voting Power
1,279,056.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
0.00

9 Sole Dispositive Power
1,279,056.00

10 Shared Dispositive Power
0.00

11 Aggregate amount beneficially owned by each reporting person
1,279,056.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)
9.4 %

14 Type of Reporting Person (See Instructions)
OO

SCHEDULE 13D

CUSIP No. 17878Y207

1 Name of reporting person
Engine Investments, LLC
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4
 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

DELAWARE

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 8 1,170,043.00
 Shared Voting Power

9 0.00
 Sole Dispositive Power

10 1,170,043.00
 Shared Dispositive Power

11 0.00
 Aggregate amount beneficially owned by each reporting person

12 1,170,043.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)

14 8.6 %
 Type of Reporting Person (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 17878Y207

1 Name of reporting person

Engine Investments II, LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4
 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With: 7 Sole Voting Power

109,013.00

Owned by Each Reporting Person With:	8	Shared Voting Power
		0.00
		Sole Dispositive Power
	9	109,013.00
		Shared Dispositive Power
	10	0.00
		Aggregate amount beneficially owned by each reporting person
11		109,013.00
12		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
		<input type="checkbox"/>
13		Percent of class represented by amount in Row (11)
		0.8 %
14		Type of Reporting Person (See Instructions)
		OO

SCHEDULE 13D

CUSIP No. 17878Y207

1	Name of reporting person
	Ajdlar Arnaud
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	BELGIUM
	Sole Voting Power
	7
Number of Shares Beneficially Owned by Each Reporting Person With:	1,279,056.00
	Shared Voting Power
	8
	0.00
	Sole Dispositive Power
	9
	1,279,056.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	1,279,056.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

13

9.4 %

Type of Reporting Person (See Instructions)

14

IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Shares, no par value

Name of Issuer:

(b)

Civeo Corp

Address of Issuer's Principal Executive Offices:

(c)

THREE ALLEN CENTER, 333 CLAY STREET, SUITE 4400, HOUSTON, TEXAS , 77002.

Item 1 The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned ("Amendment No. 1").

Comment: This Amendment No. 1 amends the Schedule 13D as specifically set forth herein. Unless otherwise defined herein, all capitalized terms used herein shall have the meanings given to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated as follows: The Shares purchased by each of Engine Capital, Engine Jet and Engine Lift were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 1,063,230 Shares beneficially owned by Engine Capital is approximately \$25,212,641, including brokerage commissions. The aggregate purchase price of the 106,813 Shares beneficially owned by Engine Jet is approximately \$2,533,959, including brokerage commissions. The aggregate purchase price of the 109,013 Shares beneficially owned by Engine Lift is approximately \$2,586,601, including brokerage commissions.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated as follows: The aggregate percentage of Shares reported owned by each person named herein is based upon 13,653,647 Shares outstanding as of February 21, 2025, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2025. A. Engine Capital As of the date hereof, Engine Capital directly owned 1,063,230 Shares. Percentage: Approximately 7.8% B. Engine Jet As of the date hereof, Engine Jet directly owned 106,813 Shares. Percentage: 0.8% C. Engine Lift As of the date hereof, Engine Lift directly owned 109,013 Shares. Percentage: 0.8% D. Engine Management Engine Management, as the investment manager of each of Engine Capital, Engine Jet and Engine Lift, may be deemed to beneficially own the 1,279,056 Shares owned in the aggregate by Engine Capital, Engine Jet and Engine Lift. Percentage: Approximately 9.4% E. Engine GP Engine GP, as the general partner of Engine Management, may be deemed to beneficially own the 1,279,056 Shares owned in the aggregate by Engine Capital, Engine Jet and Engine Lift. Percentage: Approximately 9.4% F. Engine Investments Engine Investments, as the general partner of each of Engine Capital and Engine Jet, may be deemed to beneficially own the 1,170,043 Shares owned in the aggregate by Engine Capital and Engine Jet. Percentage: Approximately 8.6% G. Engine Investments II Engine Investments II, as the general partner of Engine Lift, may be deemed to beneficially own the 109,013 Shares owned by Engine Lift. Percentage: 0.8% H. Arnaud Ajdler Mr. Ajdler, as the managing partner of Engine Management and the managing member of each of Engine GP, Engine Investments and Engine Investments II, may be deemed to beneficially own the 1,279,056 Shares owned in the aggregate by Engine Capital, Engine Jet and Engine Lift. Percentage: Approximately 9.4% 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 Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(a)

Item 5(b) is hereby amended and restated as follows: A. Engine Capital 1. Sole power to vote or direct vote: 1,063,230 2. Shared power to vote or direct vote: 0 3. Sole power to dispose or direct the disposition: 1,063,230 4. Shared power to dispose or direct the disposition: 0 B. Engine Jet 1. Sole power to vote or direct vote: 106,813 2. Shared power to vote or direct vote: 0 3. Sole power to dispose or direct the disposition: 106,813 4. Shared power to dispose or direct the disposition: 0 C. Engine Lift 1. Sole power to vote or direct vote: 109,013 2. Shared power to vote or direct vote: 0 3. Sole power to dispose or direct the disposition: 109,013 4. Shared power to dispose or direct the disposition: 0 D. Engine Management 1. Sole power to vote or direct vote: 1,279,056 2. Shared power to vote or

(b)

direct vote: 0 3. Sole power to dispose or direct the disposition: 1,279,056 4. Shared power to dispose or direct the disposition: 0 E. Engine GP 1. Sole power to vote or direct vote: 1,279,056 2. Shared power to vote or direct vote: 0 3. Sole power to dispose or direct the disposition: 1,279,056 4. Shared power to dispose or direct the disposition: 0 F. Engine Investments I 1. Sole power to vote or direct vote: 1,170,043 2. Shared power to vote or direct vote: 0 3. Sole power to dispose or direct the disposition: 1,170,043 4. Shared power to dispose or direct the disposition: 0 G. Engine Investments II 1. Sole power to vote or direct vote: 109,013 2. Shared power to vote or direct vote: 0 3. Sole power to dispose or direct the disposition: 109,013 4. Shared power to dispose or direct the disposition: 0 H. Arnaud Ajdler 1. Sole power to vote or direct vote: 1,279,056 2. Shared power to vote or direct vote: 0 3. Sole power to dispose or direct the disposition: 1,279,056 4. Shared power to dispose or direct the disposition: 0

(c) Item 5(c) is hereby amended and restated as follows: The transactions in the Shares by certain of the Reporting Persons since the date of the Schedule 13D are set forth on Exhibit 1 attached hereto and are incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit: 1 - Transactions in the Securities.

SIGNATURE

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

Engine Capital, L.P.

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler, Managing Member of Engine Investments, LLC, its General Partner

Date: 03/06/2025

Engine Jet Capital, L.P.

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler, Managing Member of Engine Investments, LLC, its General Partner

Date: 03/06/2025

Engine Lift Capital, LP

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler, Managing Member of Engine Investments II, LLC, its General Partner

Date: 03/06/2025

Engine Capital Management, LP

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler, Managing Member of Engine Capital Management GP, LLC, its General Partner

Date: 03/06/2025

Engine Capital Management GP, LLC

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler, Managing Member

Date: 03/06/2025

Engine Investments, LLC

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler, Managing Member

Date: 03/06/2025

Engine Investments II, LLC

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler, Managing Member

Date: 03/06/2025

Ajdler Arnaud

Signature: /s/ Arnaud Ajdler

Name/Title: Arnaud Ajdler

Date: 03/06/2025

Transactions in the Shares of the Issuer Since the Date of the Schedule 13D

<u>Nature of Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price per Share (\$)</u>	<u>Date of Purchase/Sale</u>
<u>ENGINE CAPITAL, L.P.</u>			
Purchase of Common Stock	2,599	22.3085	02/27/2025
Purchase of Common Stock	62,653	22.3085	02/27/2025
Purchase of Common Stock	21,271	21.4304	02/28/2025
Purchase of Common Stock	16,622	21.4746	03/03/2025
Purchase of Common Stock	46,729	21.6594	03/04/2025
Purchase of Common Stock	1,337	21.1992	03/05/2025
Purchase of Common Stock	21,259	21.1992	03/05/2025
Purchase of Common Stock	12,502	21.1824	03/06/2025
<u>ENGINE JET CAPITAL, L.P.</u>			
Purchase of Common Stock	6,302	22.3085	02/27/2025
Purchase of Common Stock	2,140	21.4304	02/28/2025
Purchase of Common Stock	1,672	21.4746	03/03/2025
Purchase of Common Stock	4,700	21.6594	03/04/2025
Purchase of Common Stock	2,136	21.1992	03/05/2025
Purchase of Common Stock	1,256	21.1824	03/06/2025
<u>ENGINE LIFT CAPITAL, LP</u>			
Purchase of Common Stock	6,432	22.3085	02/27/2025
Purchase of Common Stock	2,184	21.4304	02/28/2025
Purchase of Common Stock	1,706	21.4746	03/03/2025
Purchase of Common Stock	4,797	21.6594	03/04/2025
Purchase of Common Stock	2,180	21.1992	03/05/2025
Purchase of Common Stock	1,282	21.1824	03/06/2025