

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G/A

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Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

SAExploration Holdings, Inc.  
(Name of Issuer)

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Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

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78636X873  
(CUSIP Number)

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December 31, 2019  
(Date of event which requires filing of this statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9 Pages)

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\*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 the disclosures provided in a prior cover page.

The information required in 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).

<b>1</b>	NAMES OF REPORTING PERSONS Highbridge Capital Management, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 646,625 shares of Common Stock (including 264,860 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 646,625 shares of Common Stock (including 264,860 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 646,625 shares of Common Stock (including 264,860 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.99% (See Item 4)*	
<b>12</b>	TYPE OF REPORTING PERSON IA, OO	

\* As more fully described in Item 4, the reported warrants are subject to the 9.99% Blocker (as defined in Item 4(b)) and the percentage set forth in row (11) gives effect to the 9.99% Blocker. However, rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon the exercise in full of the reported warrants and do not give effect to the 9.99% Blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to the 9.99% Blocker, is less than the number of securities reported in rows (6), (8) and (9).

<b>1</b>	NAMES OF REPORTING PERSONS Highbridge MSF International Ltd. (formerly known as 1992 MSF International Ltd.)	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 307,023 shares of Common Stock (including 201,575 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 307,023 shares of Common Stock (including 201,575 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 307,023 shares of Common Stock (including 201,575 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.83% (See Item 4)*	
<b>12</b>	TYPE OF REPORTING PERSON OO	

\* As more fully described in Item 4, the reported warrants are subject to the 9.99% Blocker. However, rows (6), (8) and (9) show the number of shares of Common Stock, and row (11) shows the percentage, that would be issuable upon the exercise in full of the reported warrants and do not give effect to the 9.99% Blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to the 9.99% Blocker, is less than the number of securities reported in rows (6), (8) and (9) and the percentage set forth in row (11).

<b>1</b>	NAMES OF REPORTING PERSONS Highbridge Tactical Credit Master Fund, L.P. (formerly known as 1992 Tactical Credit Master Fund, L.P.)	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 339,602 shares of Common Stock (including 63,285 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 339,602 shares of Common Stock (including 63,285 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 339,602 shares of Common Stock (including 63,285 shares of Common Stock issuable upon exercise of warrants) (See Item 4)*	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.80% (See Item 4)*	
<b>12</b>	TYPE OF REPORTING PERSON PN	

\* As more fully described in Item 4, the reported warrants are subject to the 9.99% Blocker. However, rows (6), (8) and (9) show the number of shares of Common Stock, and row (11) shows the percentage, that would be issuable upon the exercise in full of the reported warrants and do not give effect to the 9.99% Blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to the 9.99% Blocker, is less than the number of securities reported in rows (6), (8) and (9) and the percentage set forth in row (11).

**Item 1(a). NAME OF ISSUER:**

The name of the issuer is SAExploration Holdings, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 1160 Dairy Ashford Rd., Suite 160, Houston, Texas 77079.

**Item 2(a). NAME OF PERSON FILING:****Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:****Item 2(c). CITIZENSHIP:**

This statement is filed by:

- (i) Highbridge Capital Management, LLC  
277 Park Avenue, 23<sup>rd</sup> Floor  
New York, New York 10172  
Citizenship: State of Delaware
- (ii) Highbridge MSF International Ltd. (formerly known as 1992 MSF International Ltd.)  
c/o Highbridge Capital Management, LLC  
277 Park Avenue, 23<sup>rd</sup> Floor  
New York, New York 10172  
Citizenship: Cayman Islands
- (iii) Highbridge Tactical Credit Master Fund, L.P. (formerly known as 1992 Tactical Credit Master Fund, L.P.)  
277 Park Avenue, 23<sup>rd</sup> Floor  
New York, New York 10172  
Citizenship: State of Delaware

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, par value \$0.0001 per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER:**

78636X873

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

- (a) Amount beneficially owned:

As of December 31, 2019, subject to the 9.99% Blocker (as defined in Item 4(b)) (i) Highbridge MSF International Ltd. may be deemed to beneficially own 307,023 shares of Common Stock (including 201,575 shares of Common Stock issuable upon exercise of warrants), (ii) Highbridge Tactical Credit Master Fund, L.P. may be deemed to beneficially own 339,602 shares of Common Stock (including 63,285 shares of Common Stock issuable upon exercise of warrants) and (iii) Highbridge Capital Management, LLC, as the trading manager of Highbridge MSF International Ltd. and Highbridge Tactical Credit Master Fund, L.P., may be deemed to be the beneficial owner of the 646,625 shares of Common Stock (including 264,860 shares of Common Stock issuable upon exercise of warrants) held by Highbridge MSF International Ltd. and Highbridge Tactical Credit Master Fund, L.P.

## (b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 4,290,697 shares of Common Stock outstanding as of May 24, 2019, as reported in the Company's Prospectus filed pursuant to Rule 424(b)(3) with the Securities and Exchange Commission on June 10, 2019, and assumes the exercise of the reported warrants reported herein subject to the 9.99% Blocker. Therefore, as of December 31, 2019, (i) Highbridge MSF International Ltd. may be deemed to beneficially own approximately 6.83% of the outstanding shares of Common Stock (without giving effect to the 9.99% Blocker), (ii) Highbridge Tactical Credit Master Fund, L.P. may be deemed to beneficially own approximately 7.80% of the outstanding shares of Common Stock (without giving effect to the 9.99% Blocker) and (iii) Highbridge Capital Management, LLC may be deemed to beneficially own approximately 9.99% of the outstanding shares of Common Stock (after giving effect to the 9.99% Blocker).

Pursuant to the terms of the reported warrants, the Reporting Persons cannot exercise any of the reported warrants if the Reporting Persons would beneficially own, after any such exercise, more than 9.99% of the outstanding shares of Common Stock (the "9.99% Blocker") and the percentage set forth in Row (11) of the cover page for Highbridge Capital Management, LLC gives effect to the 9.99% Blocker. Consequently, at this time, the Reporting Persons are not able to exercise all of such reported warrants due to the 9.99% Blocker.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock (including the shares of Common Stock issuable upon exercise of warrants) held by Highbridge MSF International Ltd. and Highbridge Tactical Credit Master Fund, L.P.

## (c) Number of shares as to which such person has:

## (i) Sole power to vote or to direct the vote

0

## (ii) Shared power to vote or to direct the vote

See Item 4(a)

## (iii) Sole power to dispose or to direct the disposition of

0

## (iv) Shared power to dispose or to direct the disposition of

See Item 4(a)

**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.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON 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 GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each Reporting Person hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its 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.



