

SAExploration Holdings, Inc.
Form SC 13G/A
February 12, 2014

CUSIP No. 78636X113

13G

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

SAExploration Holdings, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

78636X113

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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*).

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1	Names of Reporting Persons HighVista Strategies LLC	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 25,000
	6	Shared Voting Power 0
	7	Sole Dispositive Power 25,000
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.18%	
12	Type of Reporting Person (See Instructions) IA	

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1	Names of Reporting Persons HighVista GP, LLC	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 25,000
	6	Shared Voting Power 0
	7	Sole Dispositive Power 25,000
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.18%	
12	Type of Reporting Person (See Instructions) OO	

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1	Names of Reporting Persons HighVista GP Limited Partnership	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 25,000
	6	Shared Voting Power 0
	7	Sole Dispositive Power 25,000
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.18%	
12	Type of Reporting Person (See Instructions) PN	

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1	Names of Reporting Persons HighVista I Limited Partnership	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 10,736
	6	Shared Voting Power 0
	7	Sole Dispositive Power 10,736
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.18%	
12	Type of Reporting Person (See Instructions) PN	

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1	Names of Reporting Persons HighVista II Limited Partnership	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 8,112
	6	Shared Voting Power 0
	7	Sole Dispositive Power 8,112
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.18%	
12	Type of Reporting Person (See Instructions) PN	

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1	Names of Reporting Persons HighVista III, Ltd.		
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	Sec Use Only		
4	Citizenship or Place of Organization Cayman Islands		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 3,945	
	6	Shared Voting Power 0	
	7	Sole Dispositive Power 3,945	
	8	Shared Dispositive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000		
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>		
11	Percent of class represented by amount in row (9) 0.18%		
12	Type of Reporting Person (See Instructions) CO		

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1	Names of Reporting Persons HighVista V Limited Partnership	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 360
	6	Shared Voting Power 0
	7	Sole Dispositive Power 360
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.18%	
12	Type of Reporting Person (See Instructions) PN	

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1	Names of Reporting Persons XL Re Ltd	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization Bermuda	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 1,847
	6	Shared Voting Power 0
	7	Sole Dispositive Power 1,847
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.18%	
12	Type of Reporting Person (See Instructions) CO	

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1	Names of Reporting Persons Brian H. Chu		
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	Sec Use Only		
4	Citizenship or Place of Organization United States		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 25,000	
	6	Shared Voting Power 0	
	7	Sole Dispositive Power 25,000	
	8	Shared Dispositive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000		
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>		
11	Percent of class represented by amount in row (9) 0.18%		
12	Type of Reporting Person (See Instructions) IN		

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1	Names of Reporting Persons André F. Perold		
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	Sec Use Only		
4	Citizenship or Place of Organization United States		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 25,000	
	6	Shared Voting Power 0	
	7	Sole Dispositive Power 25,000	
	8	Shared Dispositive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 25,000		
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>		
11	Percent of class represented by amount in row (9) 0.18%		
12	Type of Reporting Person (See Instructions) IN		

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Item 1.

(a) Name of Issuer:

SAExploration Holdings, Inc. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

3333 8th Street SE, 3rd Floor, Calgary, Alberta, T2G 3A4

Item 2.

(a) Name of Person Filing:

This statement is being filed by the following persons with respect to the shares of common stock (Common Stock) of the Issuer directly owned by HighVista I Limited Partnership (HighVista I), HighVista II Limited Partnership (HighVista II), HighVista III, Ltd. (HighVista III), HighVista V Limited Partnership (HighVista V and, together with HighVista I, HighVista II and HighVista III the Funds) and XL Re Ltd (XL Ltd and, together with the Funds, the Direct Holders):

- i. HighVista Strategies LLC, a Delaware limited liability company (HighVista Strategies) and investment manager to the Direct Holders;
- ii. HighVista GP Limited Partnership, a Delaware limited partnership (HighVista GP) and general partner of the Funds;
- iii. HighVista GP, LLC, a Delaware limited liability company (HighVista LLC) and the general partner of HighVista GP;
- iv. HighVista I, a Delaware limited partnership
- v. HighVista II, a Delaware limited partnership
- vi. HighVista III, a Cayman Islands company
- vii. HighVista V, a Delaware limited partnership
- viii. XL Ltd, a Bermuda company
- ix. Brian H. Chu, a manager of HighVista LLC and a manager of HighVista Strategies; and
- x. André F. Perold, a manager of HighVista LLC and a manager of HighVista Strategies.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) Address of Principal Business Office or, if None, Residence:

For HighVista Strategies, HighVista GP, HighVista LLC, HighVista I, HighVista II and HighVista V:

John Hancock Tower, 50th Floor

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200 Clarendon Street
Boston, MA 02116

For HighVista III:

Codan Trust Company (Cayman) Limited
Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681 GT, George Town,
Grand Cayman, British West Indies

For XL Ltd:

One Bermudiana Road
Hamilton HM08
Bermuda

(c) Citizenship:

HighVista Strategies Delaware
HighVista GP Delaware
HighVista LLC Delaware
HighVista I Delaware
HighVista II Delaware
HighVista III Cayman Islands
HighVista V Delaware
XL Ltd Bermuda
Brian H. Chu United States
André F. Perold United States

(d) Title and Class of Securities:

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

(e) CUSIP No.:

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Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-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);

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- (f) An employee benefit plan or endowment fund in accordance with Rule 13d- 1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d- 1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____

Item 4. Ownership

For HighVista Strategies, HighVista GP, HighVista LLC, Mr. Chu and Mr. Perold:

- (a) Amount Beneficially Owned:
25,000 shares of Common Stock
- (b) Percent of Class:
0.18%
- (c) Number of shares as to which such person has:
 - (i) **Sole power to vote or to direct the vote:**
25,000
 - (ii) **Shared power to vote or to direct the vote:**
0
 - (iii) **Sole power to dispose or to direct the disposition of:**
25,000
 - (iv) **Shared power to dispose or to direct the disposition of:**
0

For HighVista I:

- (a) Amount Beneficially Owned:
25,000 shares of Common Stock

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(b) Percent of Class:

0.18%

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

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

10,736

(v) Shared power to vote or to direct the vote:

0

(vi) Sole power to dispose or to direct the disposition of:

10,736

(vii) Shared power to dispose or to direct the disposition of:

0

For HighVista II:

(a) Amount Beneficially Owned:

25,000 shares of Common Stock

(b) Percent of Class:

0.18%

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

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

8,112

(viii) Shared power to vote or to direct the vote:

0

(ix) Sole power to dispose or to direct the disposition of:

8,112

(x) Shared power to dispose or to direct the disposition of:

0

For HighVista III:

(a) Amount Beneficially Owned:

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25,000 shares of Common Stock

(b) Percent of Class:

0.18%

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

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

3,945

(xi) Shared power to vote or to direct the vote:

0

(xii) Sole power to dispose or to direct the disposition of:

3,945

(xiii) Shared power to dispose or to direct the disposition of:

0

For HighVista V:

(a) Amount Beneficially Owned:

25,000 shares of Common Stock

(b) Percent of Class:

0.18%

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

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

360

(xiv) Shared power to vote or to direct the vote:

0

(xv) Sole power to dispose or to direct the disposition of:

360

(xvi) Shared power to dispose or to direct the disposition of:

0

For XL Ltd:

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(a) Amount Beneficially Owned:

25,000 shares of Common Stock

(b) Percent of Class:

0.18%

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

(i) **Sole power to vote or to direct the vote:**

1,847

(xvii) **Shared power to vote or to direct the vote:**

0

(xviii) **Sole power to dispose or to direct the disposition of:**

1,847

(xix) **Shared power to dispose or to direct the disposition of:**

0

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 or control person.

Not applicable.

Item 8. Identification and classification of members of the group.

See Exhibit 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

(a) **Not applicable.**

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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.

Dated: February 12, 2014

HIGHVISTA STRATEGIES, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA GP LIMITED PARTNERSHIP

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA I LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA II LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA III, LTD.

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Director

HIGHVISTA V LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

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XL RE LTD

By: /s/ Mark Twite

Name: Mark Twite

Title: Chief Financial Officer
and Senior Vice President

/s/ Brian H. Chu

Brian H. Chu

/s/ André F. Perold

André F. Perold

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Exhibit 1

Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended

Exhibit 2

Item 8 Information

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Exhibit 1

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Date: February 12, 2014

HIGHVISTA STRATEGIES, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA GP LIMITED PARTNERSHIP

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA I LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA II LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA III, LTD.

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Director

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HIGHVISTA V LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

XL RE LTD

By: /s/ Mark Twite

Name: Mark Twite

Title: Chief Financial Officer
and Senior Vice President

/s/ Brian H. Chu

Brian H. Chu

/s/ André F. Perold

André F. Perold

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Exhibit 2

Item 8 Information

1. HighVista Strategies LLC
HighVista GP, LLC
HighVista GP Limited Partnership
HighVista I Limited Partnership
HighVista II Limited Partnership
HighVista III, Ltd.
HighVista V Limited Partnership
XL Re Ltd
Brian H. Chu
André F. Perold
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