

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

SAEXPLORATION HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

78636X204

(CUSIP Number)

February 6, 2019

(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).

CUSIP No. 78636X204

1	NAME OF REPORTING PERSONS Ducera LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input 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	
	6	SHARED VOTING POWER 242,795	
	7	SOLE DISPOSITIVE POWER	
	8	SHARED DISPOSITIVE POWER 242,795	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 242,795		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7% (1)		
12	TYPE OF REPORTING PERSON (See Instructions) OO		

(1) This percentage is calculated based on 3,650,140 shares of Common Stock outstanding, which is the sum of (a) 3,407,345 shares of Common Stock reported as outstanding by SAExploration Holdings, Inc. (the “Issuer”) as of February 6, 2019, and (b) 242,795 additional shares of Common Stock issued to Ducera LLC.

CUSIP No. 78636X204

1	NAME OF REPORTING PERSONS Michael A. Kramer		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> <input type="checkbox"/> (b) <input type="checkbox"/> <input 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	
	6	SHARED VOTING POWER 242,795	
	7	SOLE DISPOSITIVE POWER	
	8	SHARED DISPOSITIVE POWER 242,795	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 242,795		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
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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:

3rd Floor, 3333 8 Street SE
Calgary, AB T2G 3A4
Canada

Item 2.

- (a) Name of Person Filing:

This Schedule 13G is being filed by:

Ducera LLC (“**Ducera**”)
Michael A. Kramer (“**Mr. Kramer**”)

(collectively, the “**Reporting Persons**”).

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

The address of the principal business office of each Reporting Person is 499 Park Avenue, New York, New York 10022.

- (c) Citizenship:

The Reporting Persons are citizens of:

Ducera — Delaware
Mr. Kramer — USA

- (d) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

- (e) CUSIP Number:

78636X204

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 § 240.13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) ☐ A 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 § 240.13d-1(b)(1)(ii)(J).
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _

Item 4. Ownership.

(a) Amount beneficially owned:

The Reporting Persons are the beneficial owners of 242,795 shares of Common Stock of the Issuer representing 6.7% of the Issuer's Common Stock outstanding, based upon 3,650,140 shares of Common Stock outstanding, which is the sum of (a) 3,407,345 shares of Common Stock reported as outstanding by the Issuer as of February 6, 2019, and (b) 242,795 additional shares of Common Stock issued to Ducera. The Reporting Persons' beneficial ownership consists of 242,795 shares of Common Stock held directly by Ducera. Mr. Kramer is the Chief Executive Officer and manager of Ducera.

(b) Percent of class:

Ducera — 6.7%

Mr. Kramer: — 6.7%

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

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

Ducera — 0

Mr. Kramer: — 0

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

Ducera — 242,795

Mr. Kramer: — 242,795

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

Ducera — 0

Mr. Kramer: — 0

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

Ducera — 242,795

Mr. Kramer: — 242,795

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. ☐

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.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my 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, other than activities solely in connection with a nomination under §240.14a-11.

Exhibit Index

Exhibit A – Joint Filing Agreement

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.

Date: February 6, 2019

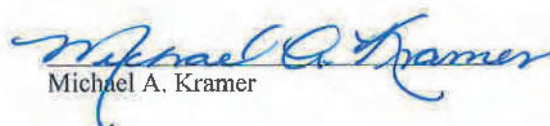
DUCERA LLC

By:



Name: Michael A. Kramer

Title: Chief Executive Officer



Michael A. Kramer


JOINT FILING AGREEMENT


The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned, and any amendments thereto executed by the undersigned shall be filed on behalf of each of the undersigned without the necessity of filing any additional joint filing agreement. The undersigned acknowledge that each is responsible for the timely filing of such statement on Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness or accuracy of the information concerning the others of the undersigned, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate or incomplete. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: February 6, 2019

DUCERA LLC

By:


Name: Michael A. Kramer
Title: Chief Executive Officer


Michael A. Kramer