

ION GEOPHYSICAL CORP  
Form 8-K  
March 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report: (Date of earliest event reported): March 13, 2012

**ION Geophysical Corporation**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
(State or other jurisdiction of incorporation)

**1-12691**  
(Commission file number)  
**2105 CityWest Blvd, Suite 400**

**22-2286646**  
(I.R.S. Employer Identification No.)

**Houston, Texas 77042-2839**

(Address of principal executive offices, including Zip Code)

**(281) 933-3339**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure**

Gregory J. Heinlein, Senior Vice President and Chief Financial Officer of ION Geophysical Corporation (the Company), will be presenting at the Sidoti & Company Sixteenth Annual New York Institutional Investor Forum to be held in New York, New York, on March 20, 2012, commencing at approximately 11:20 a.m. Eastern Time. A copy of the presentation slides will be available in the Investor Relations section of the Company's website at [www.iongeo.com](http://www.iongeo.com) on the day of the presentation and will be archived there for approximately 90 days.

The information contained in Item 7.01 of this report (i) is not to be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act) and (ii) shall not be incorporated by reference into any previous or future filings made by or to be made by the Company with the Securities and Exchange Commission (the SEC) under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act.

The presentations referenced in this report and any oral or written statements made in connection with the presentations may contain certain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements may include statements concerning estimated revenues, expected timing of future revenues and growth rates, estimated gross margins and operating expenses for fiscal 2012 and other years, future sales and market growth, timing of product introduction and commercialization, sales expected to result from backlog, future liquidity and cash levels, benefits expected to result from the INOVA Geophysical joint venture, and other statements that are not statements of historical fact. Actual results may vary materially from those described in the forward-looking statements. All forward-looking statements will reflect numerous assumptions and involve a number of risks and uncertainties. These risks and uncertainties include risks associated with the timing and development of the Company's products and services and market acceptance of the Company's new and revised product offerings; risks associated with economic downturns and volatile credit environments; risks associated with the operation of the Company's INOVA Geophysical joint venture; risks associated with the Company's level of indebtedness and compliance with debt covenants, including compliance by its guarantors; risks of audit adjustments and other modifications to the Company's financial statements not currently foreseen; risks associated with competitors' product offerings and pricing pressures resulting therefrom; risks that sources of capital may not prove adequate; risks related to collection of receivables; risks associated with pending and future litigation; and risks related to technological and marketplace changes affecting the Company's product line. Additional risk factors, which could affect actual results, are disclosed by the Company from time to time in its filings with the SEC, including its Annual Report on Form 10-K filed with the SEC in February 2012 and its Quarterly Reports on Form 10-Q.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 13, 2012

**ION GEOPHYSICAL CORPORATION**

By: /s/ DAVID L. ROLAND  
David L. Roland  
Senior Vice President, General Counsel and Corporate Secretary