

ION GEOPHYSICAL CORP
Form 8-K
February 08, 2019

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): February 4, 2019

ION Geophysical Corporation
(Exact Name of Registrant as Specified in Charter)

Delaware 1-12691 22-2286646
(State or other jurisdiction of incorporation) (Commission file number) (I.R.S. Employer Identification No.)

2105 CityWest Blvd, Suite 100
Houston, Texas 77042-2855
(Address of principal executive offices, including Zip Code)
(281) 933-3339
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

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:

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement

On February 4, 2019, ION Geophysical Corporation (the “Company”) extended the expiration date of certain warrants, which were originally issued to certain holders on February 21, 2018 (the “Warrants”), to purchase up to 1,820,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). The Warrants, which would otherwise expire on March 21, 2019, are exercisable into Common Stock at an exercise price of \$33.60 per share. The Warrants have been amended by extending the expiration date by one year from March 21, 2019 to March 21, 2020 (the “Warrant Amendment”). The form of the Amendment to the Warrant to Purchase Common stock, filed herewith as Exhibit 10.1, is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The description of the Warrant Amendment described in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number Description

10.1 Form of First Amendment to Warrant to Purchase Common Stock, dated as of February 4, 2019

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: February 8, 2019

ION GEOPHYSICAL
CORPORATION

By: /s/
 Matthew
 Powers
 Matthew
 Powers
 Executive
 Vice
 President,
 General
 Counsel
 and
 Corporate
 Secretary