

INPUT OUTPUT INC
Form S-8
August 09, 2007

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

INPUT/OUTPUT, INC.
(Exact name of registrant as specified in its charter)

DELAWARE **22-2286646**
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

**2105 CITYWEST BLVD., SUITE 400
HOUSTON, TEXAS 77042-2839**
(Address, including zip code, of principal executive offices)

THIRD AMENDED AND RESTATED INPUT/OUTPUT, INC. 2004 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

**DAVID L. ROLAND, ESQ.
SENIOR VICE PRESIDENT, GENERAL COUNSEL
AND CORPORATE SECRETARY
INPUT/OUTPUT, INC.
2105 CITYWEST BLVD., SUITE 400
HOUSTON, TEXAS 77042-2839
(281) 933-3339**

(Name, address and telephone number of agent for service)

**With copies to:
MAYER, BROWN, ROWE & MAW LLP
700 LOUISIANA, SUITE 3400
HOUSTON, TEXAS 77002
ATTENTION: MARC H. FOLLADORI
(713) 238-3000**

CALCULATION OF REGISTRATION FEE:

Title of securities to be registered	Amount to be registered ⁽¹⁾⁽²⁾	Proposed maximum offering price per Share ⁽³⁾	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
Common Stock \$0.01 par value ⁽¹⁾	2,400,000 shares	\$13.135	\$31,524,000	\$967.79

(1) This registration statement also covers an indeterminate number of shares that may become issuable pursuant to certain anti-dilution adjustment provisions under the Third Amended and Restated Input/Output, Inc. 2004 Long-Term Incentive Plan pursuant to Rule 416(a) under the Securities Act of 1933 (the Securities Act).

(2)

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The 2,400,000 shares registered hereby represent an additional 2,400,000 shares issuable pursuant to the registrant's Third Amended and Restated Input/Output, Inc. 2004 Long-Term Incentive Plan (the "2004 Plan").

- (3) The offering price per share and the aggregate offering price have been estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average high and low sale prices for the registrant's shares of common stock as reported on the New York Stock Exchange composite transactions on August 6, 2007 (\$13.135 per share).
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INTRODUCTORY STATEMENT

This Registration Statement on Form S-8 (this Registration Statement) is being filed by Input/Output, Inc. (the Company , or the Registrant) pursuant to General Instruction E to Form S-8 to register an additional 2,400,000 shares of the Company s common stock, par value \$0.01 per share, issuable pursuant to the Third Amended and Restated Input/Output, Inc. 2004 Long-Term Incentive Plan (the 2004 Plan). On March 12, 2007, the Company s Board of Directors approved, and on May 21, 2007, the stockholders of the Company approved, the amendment of such plan as previously in effect, principally to increase by 2,400,000 the total number of shares of common stock of the Company available for issuance under such plan. The contents of the earlier registration statements on Form S-8, File No. 333-125655, and on Form S-8, File No. 333-135775, previously filed by the Company and relating to the registration of shares and additional shares, respectively, of common stock for issuance or resale under the 2004 Plan are hereby incorporated by reference in this Registration Statement in accordance with General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents have been filed by the Registrant with the Securities and Exchange Commission (the Commission) and are incorporated into this Registration Statement by reference:

The Registrant s Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed with the Commission on March 15, 2007 pursuant to Section 13(a) of the Securities and Exchange Act of 1934, as amended (the Exchange Act);

The Registrant s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2007 and June 30, 2007, filed with the Commission on May 10, 2007 and August 9, 2007, respectively, pursuant to Section 13(a) of the Exchange Act;

The Registrant s Current Reports on Form 8-K filed with the Commission on January 8, 2007, February 1, 2007, February 16, 2007, March 28, 2007 and July 10, 2007 pursuant to Section 13(a) of the Exchange Act;

The description of the Registrant s common stock, \$0.01 par value per share, contained in the Registrant s Current Report on Form 8-K filed on March 8, 2002, as such may be amended from time to time; and

The Registrant s Registration Statement on Form 8-A filed with the Commission on January 27, 1997, as amended by Form 8-A/A filed on May 7, 1999.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of each such document.

Nothing in this registration statement shall be deemed to incorporate information furnished by the Registrant to, but not filed with, the Commission pursuant to Items 2.02 or 7.01 of Form 8-K. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein, or in any subsequently filed document which is also incorporated or deemed to be incorporated by reference herein, modifies or replaces such statement. Any statement so modified or replaced shall not be deemed to constitute a part of this registration statement, except as so modified or replaced.

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Item 8. Exhibits

- 4.1 Restated Certificate of Incorporation dated August 31, 1990, filed on March 19, 2001, as Exhibit 3.1 to the Registrant's Transition Report on Form 10-K for the seven months ended December 31, 2000, and incorporated herein by reference.
- 4.2 Certificate of Amendment to the Restated Certificate of Incorporation dated October 10, 1996, filed on March 12, 2003, as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003, and incorporated herein by reference.
- 4.3 Certificate of Amendment to the Amended and Restated Certificate of Incorporation dated May 4, 2005, filed on May 6, 2005 as Exhibit 4.4 to the Company's Amendment No. 2 to its Registration Statement on Form S-3 (Registration No. 333-123632), and incorporated herein by reference.
- 4.4 Amended and Restated Bylaws, filed on March 8, 2002, as Exhibit 4.3 to the Registrant's Current Report on Form 8-K, and incorporated herein by reference.
- 4.5 Third Amended and Restated Input/Output, Inc. 2004 Long-Term Incentive Plan, filed as Appendix A to the definitive proxy statement for the 2007 Annual Meeting of Stockholders of Input/Output, Inc. as filed with the SEC on April 10, 2007, and incorporated herein by reference.
- 5.1* Opinion of Mayer, Brown, Rowe & Maw LLP.
- 23.1* Consent of Ernst & Young LLP.
- 23.2* Consent of PricewaterhouseCoopers LLP.
- 23.3 Consent of Mayer, Brown, Rowe & Maw LLP (included in the opinion of Mayer, Brown, Rowe & Maw LLP filed as Exhibit 5.1 hereto).
- 24.1 Power of Attorney (included on the signature page hereto).

* Filed herewith

Item 9. Undertakings

A. Undertaking to Update

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in this Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

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provided, however, that paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. Undertaking With Respect to Documents Incorporated by Reference

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Undertaking With Respect to Indemnification

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on August 9, 2007.

INPUT/OUTPUT, INC.

By: /s/ Robert P. Peebler
Robert P. Peebler
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints R. Brian Hanson and David L. Roland, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act and any and all amendments (including, without limitation, post-effective amendments and any amendment or amendments or additional registration statement filed pursuant to Rule 462 under the Securities Act increasing the amount of securities for which registration is being sought) to this Registration Statement, and to file the same, with all exhibits thereto, and any and all other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with the applicable state securities laws, and to file the same, together with other documents in connection therewith, with the appropriate state securities authorities, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Robert P. Peebler Robert P. Peebler	President and Chief Executive Officer and Director (Principal Executive Officer)	August 9, 2007
/s/ R. Brian Hanson R. Brian Hanson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 9, 2007
/s/ Michael L. Morrison Michael L. Morrison	Vice President and Corporate Controller (Principal Accounting Officer)	August 9, 2007
/s/ James M. Lapeyre, Jr. James M. Lapeyre, Jr.	Chairman of the Board of Directors and Director	August 9, 2007
/s/ Bruce S. Appelbaum	Director	August 9, 2007

Bruce S. Appelbaum		
/s/ Theodore H. Elliott, Jr.		August 9, 2007
Theodore H. Elliott, Jr.	Director	
/s/ Franklin Myers		August 9, 2007
Franklin Myers	Director	
/s/ S. James Nelson, Jr.		August 9, 2007
S. James Nelson, Jr.	Director	
/s/ John N. Seitz		August 9, 2007
John N. Seitz	Director	
/s/ Sam K. Smith		August 9, 2007
Sam K. Smith	Director	

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