

INPUT OUTPUT INC  
Form 8-K  
January 14, 2005

**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): January 13, 2005**

**Input/Output, Inc.**

(Exact name of registrant as specified in its charter)

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

**1-12961**  
(Commission File Number)

**22-2286646**  
(IRS Employer Identification No.)

**12300 Parc Crest Dr.**  
**Stafford, TX**  
(Address of principal executive offices)

**77477**  
(Zip Code)

Registrant's telephone number, including area code: **(281) 933-3339**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure**

On January 13, 2005, Input/Output, Inc. (the Company ) issued a press release regarding a putative class action lawsuit filed against the Company and certain of its executive officers. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information contained in this report and such exhibit contains certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include, but are not limited to, the company's beliefs and intentions regarding the reported lawsuit or any other lawsuit filed against it. Actual results may vary materially from those described in these forward-looking statements. All forward-looking statements reflect numerous assumptions and involve a number of risks and uncertainties. These risks and uncertainties include a ruling by a court that is adverse to the company's position and other uncertainties and matters beyond management's control inherent in legal proceedings. Additional risk factors, which could affect actual results, are disclosed by the Company from time to time in its filings with the Securities and Exchange Commission, including its most recently filed Form 10K and Form 10Q.

**SIGNATURES**

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

Date: January 14, 2005

Input/Output, Inc.  
(Registrant)

By:	/s/	J. Michael Kirksey
Name:		J. Michael Kirksey
Title:		Executive Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated January 13, 2005, issued by Input/Output, Inc.