

DAWSON GEOPHYSICAL CO
Form 425
February 09, 2015

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 9, 2015**

TGC INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Texas
(State of incorporation)

001-32472
(Commission File No.)

74-2095844
(IRS Employer Identification No.)

101 E. Park Blvd., Suite 955

Plano, TX 75074

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 881-1099**

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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 (*see* General Instruction A.2. below):

- 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))
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Section 5 Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 9, 2015, in connection with the previously announced proposed strategic business combination between TGC Industries, Inc. (TGC), Dawson Geophysical Company (Dawson) and Riptide Acquisition Corp., a direct wholly owned subsidiary of TGC (Merger Sub), TGC held a special meeting of shareholders (the Special Meeting).

At the Special Meeting, the following proposals were submitted to a vote of TGC s shareholders, with the results indicated below:

1. To approve the issuance of shares of TGC s common stock to Dawson shareholders pursuant to the Agreement and Plan of Merger, dated October 8, 2014, by and among TGC, Dawson and Merger Sub, pursuant to which Merger Sub will be merged with and into Dawson, with Dawson surviving and becoming a direct wholly owned subsidiary of TGC (the Merger).

| | Number of Shares |
|------------------|------------------|
| For | 17,251,433 |
| Against | 50,099 |
| Abstain | 39,834 |
| Broker Non-Votes | 0 |

2. To approve an amendment to TGC s Amended and Restated Certificate of Formation to effect a 1-for-3 reverse stock split with respect to the issued and outstanding TGC common stock immediately prior to the Merger.

| | Number of Shares |
|------------------|------------------|
| For | 17,239,268 |
| Against | 63,550 |
| Abstain | 38,548 |
| Broker Non-Votes | 0 |

3. To approve an amendment to TGC s Amended and Restated Certificate of Formation to change TGC s name to Dawson Geophysical Company immediately prior to the Merger.

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| | Number of Shares |
|------------------|-------------------------|
| For | 17,249,461 |
| Against | 47,671 |
| Abstain | 44,234 |
| Broker Non-Votes | 0 |

Because each of the first three proposals received sufficient votes to be approved, it was unnecessary to tally the votes for the fourth proposal to adjourn the Special Meeting, if necessary or appropriate, to permit the solicitation of additional proxies if there were not sufficient votes at the time of the Special Meeting to adopt the foregoing proposals.

Section 8 Other Events

Item 8.01. Other Events.

On February 9, 2015, TGC and Dawson jointly issued a press release announcing that at their respective special meetings of shareholders held on February 9, 2015, each company obtained sufficient votes to approve each proposal required to consummate the previously announced proposed strategic business combination.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release, dated February 9, 2015. |

* * *

Important Information For Investors and Shareholders

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The transactions contemplated by the Agreement and Plan of Merger, dated October 8, 2014, by and among Dawson, TGC and Merger Sub, including, with respect to Dawson, the proposed merger and, with respect to TGC, the proposed issuance of TGC common stock in the merger and an amendment to TGC's certificate of formation, were submitted to the shareholders of Dawson and TGC for their consideration on February 9, 2015. In connection with the proposed merger, TGC filed with the SEC a registration statement on Form S-4 that includes a definitive joint proxy statement that also constitutes a prospectus of TGC. The registration statement was declared effective by the SEC on

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December 31, 2014, and the definitive joint proxy statement/prospectus was mailed to Dawson and TGC shareholders on or about December 31, 2014 in connection with the proposed merger. INVESTORS AND SECURITY HOLDERS OF DAWSON AND TGC ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY AS THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and shareholders may currently obtain free copies of the definitive joint proxy statement/prospectus, and other documents containing important information about Dawson and TGC filed with the SEC, through the website maintained by the SEC at www.sec.gov. Dawson and TGC make available free of charge at www.dawson3d.com and www.tgcseismic.com, respectively (in their Investor Relations sections), copies of materials they file with, or furnish to, the SEC, and investors and shareholders may contact Dawson at (432) 684-3000 or TGC at (972) 881-1099 or c/o Dennard-Lascar Associates at (713) 529-6600 to receive copies of documents that each company files with or furnishes to the SEC.

Forward-Looking Statements

In accordance with the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995, TGC cautions that statements in this Current Report on Form 8-K which are forward-looking and which provide other than historical information involve risks and uncertainties that may materially affect TGC's results of operations. Such forward-looking statements are based on the beliefs of management as well as assumptions made by and information currently available to management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including but not limited to the possibility that the proposed transaction does not

close when expected or at all because required approvals are not received on a timely basis; the risk that the benefits from the proposed transaction may not be fully realized or may take longer to realize than expected; the ability to promptly and effectively integrate the businesses of TGC and Dawson; the ability to realize anticipated synergies and cost savings from the transaction; the reaction of the companies' customers, employees and counterparties to the transaction; diversion of management time on transaction-related issues; the volatility of oil and natural gas prices; dependence upon energy industry spending; industry competition; reduced utilization; delays, reductions or cancellations of service contracts; high fixed costs of operations and high capital requirements; external factors affecting TGC's or Dawson's crews such as weather interruptions and inability to obtain land access rights of way; disruptions in the global economy; whether either company enters into turnkey or dayrate contracts; crew productivity; the limited number of clients; credit risk related to clients; and the availability of capital resources. A discussion of these and other factors, including risks and uncertainties with respect to TGC is set forth in the registration statement on Form S-4 filed by TGC on November 6, 2014, as amended. TGC disclaims any intention or obligation to revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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.

TGC INDUSTRIES, INC.

Date: February 9, 2015

By:

/s/ Wayne A. Whitener
Wayne A. Whitener
President and Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
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