

INPUT OUTPUT INC  
Form 8-K  
August 29, 2006

**Table of Contents**

**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): August 29, 2006  
Input/Output, Inc.  
(Exact name of registrant as specified in its charter)**

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-12961</b> (Commission File Number)	<b>22-2286646</b> (IRS Employer Identification No.)
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<b>12300 Parc Crest Dr.</b> <b>Stafford, TX</b> (Address of principal executive offices)	<b>77477</b> (Zip Code)
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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:

- 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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**TABLE OF CONTENTS**

Item 7.01. Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

Press Release

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**Table of Contents**

**Item 7.01. Regulation FD Disclosure**

On August 29, 2006, Input/Output, Inc. (the Company) issued a press release announcing that Robert P. Peebler, President and Chief Executive Officer of the Company, and R. Brian Hanson, Executive Vice President and Chief Financial Officer of the Company, will present at the Lehman Brothers 2006 CEO Energy/Power Conference in New York, New York on Wednesday, September 6, 2006, commencing at approximately 11:45 a.m. Eastern Time. Their presentations will be webcast live on September 6, 2006 through the Investor Relations section of the Company's website at [www.i-o.com](http://www.i-o.com). The audio and presentation slides from the presentations will remain available on the Company's website through November 15, 2006. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information contained in Items 7.01 and 9.01 and Exhibit 99.1 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 (SEC) under the Securities Act of 1933, as amended, or the Exchange Act.

The presentations referenced in the press release 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 of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements may include statements concerning estimated revenues, earnings and earnings per share for fiscal 2006, expected timing of revenues and growth rates in fiscal 2006, estimated gross margins and operating expenses for fiscal 2006, future sales and market growth, timing of product introduction and commercialization, 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 may include audit adjustments and other modifications to the Company's financial statements not currently foreseen, unanticipated delays in 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 competitors' product offerings and pricing pressures resulting therefrom; the relatively small number of customers that the Company currently relies upon; the fact that a significant portion of the Company's revenues is derived from foreign sales; the risks that sources of capital may not prove adequate; the Company's inability to produce products to preserve and increase market share; collection of receivables; and 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 Securities and Exchange Commission, including its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006.

**Table of Contents**

**Item 9.01 Financial Statements and Exhibits**

(a) *Financial statements of businesses acquired.*

Not applicable.

(b) *Pro forma financial information.*

Not applicable.

(c) *Exhibits.*

99.1 Press Release of Input/Output, Inc. dated August 29, 2006.

-3-

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**Table of Contents**

**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: August 29, 2006

Input/Output, Inc.  
(Registrant)

By: /s/ R. BRIAN HANSON

Name: R. Brian Hanson

Title: Executive Vice President and Chief  
Financial Officer

-4-

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**Table of Contents**

**EXHIBIT INDEX**

(c) *Exhibits.*

99.1 Press Release of Input/Output, Inc. dated August 29, 2006.

-5-