

INPUT OUTPUT INC  
Form 8-K  
March 16, 2006

**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): March 16, 2006**

**Input/Output, Inc.**

(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>1-12961</b><br>(Commission File Number) | <b>22-2286646</b><br>(IRS Employer Identification No.) |
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| <b>12300 Parc Crest Dr.</b><br><b>Stafford, TX</b><br>(Address of principal executive offices) | <b>77477</b><br>(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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**Item 2.02. Results of Operations and Financial Condition**

On March 16, 2006, Input/Output, Inc. (the Company ) issued a press release containing preliminary and unaudited information regarding the Company s results of operations for the quarter and year ended December 31, 2005, and also describing a proposed restatement of results of operations as contained in its consolidated financial statements for the year ended December 31, 2004 and those for the quarterly periods ended March 31, 2005, June 30, 2005 and September 30, 2005, respectively. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information contained in Item 2.02 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 information contained in this report and the attached exhibit contains 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 include statements concerning the expected impact of restating historical results of operations for certain accounting periods as described herein, 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 these forward-looking statements. All forward-looking statements reflect numerous assumptions and involve a number of risks and uncertainties. These risks and uncertainties 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 September 30, 2005.

**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 March 16, 2006.

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**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: March 16, 2006

Input/Output, Inc.  
(Registrant)

By: /s/ ROBERT P. PEEBLER  
Name: Robert P. Peebler  
Title: President and Chief Executive  
Officer

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**INDEX TO EXHIBITS**

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release of Input/Output, Inc. dated March 16, 2006. |