

INPUT OUTPUT INC
Form 8-K
December 13, 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): **December 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:

- 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

Certain materials regarding Input/Output, Inc. (the Company) attached hereto as Exhibit 99.1 will be made available to analysts and other persons in the future.

The attached material may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements as to expectations, beliefs and future financial performance, such as statements relating to the Company's business prospects, future sales, market growth, gross margin and other statements that are not of historical fact. Investors are cautioned that all forward-looking statements are based on management's current expectations and include known and unknown risks, uncertainties and other factors, many of which the Company is unable to predict or control, that may cause the Company's actual results or performance to materially differ from any future results or performance expressed or implied. These risks and uncertainties include the timing and development of the Company's products and services and market acceptance of the Company's new and revised product offerings, and other risk factors disclosed by the Company from time to time in its filings with the U.S. Securities and Exchange Commission, including in its Annual Report on Form 10-K for the year ended December 31, 2004 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2005. The Company disclaims any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(c) *Exhibits.*

The following exhibit is furnished in response to Item 7.01:

99.1 Materials Available to Analysts and Other Persons.

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: December 13, 2005

Input/Output, Inc.
(Registrant)

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

INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Materials Available to Analysts and Other Persons |