

INPUT OUTPUT INC
Form 8-K
May 10, 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): **May 10, 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**

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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:

- 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 7.01 Regulation FD Disclosure

Robert P. Peebler, President and Chief Executive Officer of Input/Output, Inc. (the Company), and certain other employees of the Company are making presentations to attendees at an analyst meeting on May 10, 2005. A copy of the presentation materials is attached hereto as Exhibit 99.1. In addition, certain materials regarding the Company attached hereto as Exhibit 99.2 will be made available to attendees at the analyst meeting.

The information contained in this report and Exhibits 99.1 and 99.2 (i) is being furnished in accordance with Rule 100 under Regulation FD, (ii) is not to be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act) and (iii) 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.

In addition to financial results determined in accordance with generally accepted accounting principles (GAAP), the attached materials also include a reference to adjusted EBITDA, which is an additional indicator of operating performance and is not a substitute for net income (loss) or income (loss) per share calculated under GAAP. The Company believes that adjusted EBITDA provides useful information to investors because it is an indicator of the strength and performance of the Company's ongoing business operations, including the Company's ability to service its debt. The calculation of adjusted EBITDA shown below is based upon amounts derived from the Company's financial statements prepared in conformity with GAAP. Below is a reconciliation of adjusted EBITDA to net income:

Reconciliation of Adjusted EBITDA to Net Income

(Non-GAAP Measures)

(In thousands)

(Unaudited)

	Twelve Months Ended		
	December 31,		
	2004	2003	2002
Net income (loss)	\$ (2,979)	\$ (23,152)	\$ (118,725)
Interest expense	6,231	4,087	3,124
Interest income	(1,276)	(1,903)	(2,280)
Income tax (benefit) expense	701	348	56,770
Depreciation and amortization expense	24,668	11,444	13,237
Reserve for Russian receivables	5,200		
Adjusted EBITDA	\$ 32,545	\$ (9,176)	\$ (47,874)

This report and 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 SEC, including in its Annual Report on Form 10-K for the year ended December 31, 2004. 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.

- (a) *Financial statements of businesses acquired.*

Not applicable.

- (b) *Pro forma financial information.*

Not applicable.

- (c) *Exhibits.*

The following exhibits are furnished in response to Item 7.01:

- | | |
|------|--------------------------------------------|
| 99.1 | Presentation Materials at Analyst Meeting. |
| 99.2 | Materials Available at Analyst Meeting. |

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: May 10, 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

Exhibit No.	Description
99.1	Presentation Materials at Analyst Meeting
99.2	Materials Available at Analyst Meeting