

GENERAL GEOPHYSICS CO

Form 425

December 08, 2006

Filed by General Geophysics Co.  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934  
Subject Company: Veritas DGC Inc.  
Commission File No.: 001-07427

On December 7<sup>th</sup> 2006, Compagnie Générale de Géophysique (General Geophysics Company) announces his intent to launch the syndication of a senior secured term loan B

**COMPAGNIE GENERALE DE GEOPHYSIQUE**

(ISIN : 0000120164 NYSE : GGY)

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Paris, December 7<sup>th</sup> 2006

Compagnie Générale de Géophysique (ISIN: 0000120164 NYSE: GGY) intends to launch the syndication on December 8, 2006 of a senior secured term loan B facility of up to \$800 million and a revolving credit facility of up to \$100 million.

The term loan B would be used principally to finance part of the cash consideration payable to Veritas stockholders in its contemplated merger with CGG.

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*In connection with the proposed combination between Compagnie Générale de Géophysique ( CGG ) and Veritas DGC Inc. ( Veritas ), CGG has filed a registration statement on Form F-4 (File no. 333-138033) (the Form F-4 ), which includes a definitive Proxy Statement/Prospectus, dated November 30, 2006, relating to the CGG ordinary shares underlying the CGG American Depositary Shares ( ADS ) to be issued in the proposed transaction. CGG and Veritas have also filed, and intend to continue to file, additional relevant materials with the Securities and Exchange Commission (the SEC ), including the filing by CGG with the SEC of a Registration Statement on Form F-6 (the Form F-6 and together with the Form F-4, the Registration Statements ) to register the CGG American Depositary Shares ( ADS ), as well as the CGG ordinary shares underlying such CGG ADSs, to be issued in exchange for shares of Veritas common stock. The Registration Statements and the Proxy Statement/Prospectus contain important information about Veritas, CGG, the proposed transaction and related matters. Investors and security holders are urged to read the Registration Statements and the Proxy Statement/Prospectus carefully, and any other relevant documents filed with the SEC, including all amendments, because they contain important information. Investors and security holders may be able to obtain free copies of the documents filed with the SEC by CGG and Veritas (including the Form F-4 and, when filed, the Form F-6) through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may be able to obtain free copies of materials filed with the SEC by CGG and Veritas (including the Form F-4 and the Form F-6) by contacting Investor Relations at +1 832 351 8821 and from CGG by contacting Investor Relations at [invrel@cgg.com](mailto:invrel@cgg.com) or by telephone at +33 1 64 47 38 31. Veritas and its directors and executive officers also may be deemed to be participants in the solicitation of proxies from the stockholders of Veritas in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein is included in the Proxy Statement/Prospectus described above. Additional information regarding these directors and executive officers is also included in Veritas 's Amendment No. 1 to Form 10-K/A, which was filed with the SEC on or about November 28, 2006. This document is available free of charge at the SEC 's web site at [www.sec.gov](http://www.sec.gov) and from Veritas by contacting Investor Relations at +1 832 351 8821.*

*CGG and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Veritas in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein will be included in the Proxy Statement/Prospectus described above. Additional information regarding these directors and executive officers is also included in CGG 's Form 20-F filed with the SEC on May 9, 2006. This document is available free of charge at the SEC 's web site at [www.sec.gov](http://www.sec.gov) and from CGG by contacting Investor Relations at +33 1 64 47 38 31.*