

CGG
Form 6-K
January 11, 2016

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

For the month of January 2016

CGG

Tour Maine Montparnasse - 33 Avenue du Maine BP 191 75755 PARIS CEDEX 15

(address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If ☒ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82

SHAREHOLDERS MEETING OF CGG OF 11 JANUARY 2016

Paris, France 11 January 2016

The shareholders meeting of CGG was held today under the chairmanship of Mr Rémi Dorval, Chairman of the Board of directors.

Shareholders adopted all of the resolutions supported by the Board of directors, in particular the third resolution which, in accordance with the announcements made by CGG on 7 December 2015, delegated to the Board of directors the authority to decide to carry out a capital increase with preferential subscription rights in favour of holders of existing shares up to a maximum nominal amount of 350 million euros, as part of the implementation of the Transformation Plan¹.

CGG intends to launch this capital increase as soon as possible, subject to market conditions and to granting of a visa by the Autorité des marchés financiers on the corresponding prospectus.

The complete results of voting on the resolutions are available on the Group's website www.cgg.com.

About CGG:

CGG (www.cgg.com) is a fully integrated Geoscience company providing leading geological, geophysical and reservoir capabilities to its broad base of customers primarily from the global oil and gas industry. Through its three complementary business Segments of Equipment, Acquisition and Geology, Geophysics & Reservoir (GGR), CGG brings value across all aspects of natural resource exploration and exploitation. CGG employs over 7,000 people around the world, all with a Passion for Geoscience and working together to deliver the best solutions to its customers.

CGG is listed on the Euronext Paris SA (ISIN: 0000120164) and the New York Stock Exchange (in the form of American Depositary Shares. NYSE: CGG).

Contacts

Group Communications

Christophe Barnini
Tel: (+33) 1 64 47 38 11
E-Mail: : invrelparis@cgg.com

Investor Relations

Catherine Leveau
Tel: (+33) 1 64 47 34 89
E-mail: : invrelparis@cgg.com

This press release and the information contained herein do not constitute either an offer to sell or purchase or the solicitation of an offer to sell or purchase securities of CGG.

No communication or information relating to the contemplated capital increase may be distributed to the public in any jurisdiction in which registration or approval is required. No action has been (or will be) undertaken in any jurisdiction outside of France where such steps would be required. The subscription for or purchase of securities of CGG may be

subject to legal or statutory restrictions in certain jurisdictions. CGG assumes no responsibility for any violation of such restrictions by any person. The distribution of this press release in certain jurisdictions may be restricted by law. This press release does not constitute an offer for sale of securities.

¹ The third resolution was adopted by a majority of 99.60% of shareholders present or represented.

European Economic Area

This press release does not constitute a prospectus within the meaning of Directive 2003/71/EC as amended to the extent that such amendments have been implemented in the Member States of the European Economic Area (the Prospectus Directive).

The rights issue will be open to the public in France only pursuant to a prospectus having received the visa of the French Autorité des marchés financiers (the AMF) and prepared in accordance with the Prospectus Directive.

With respect to each Member State of the European Economic Area other than France which has implemented the Prospectus Directive (the Member State), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring a publication of a prospectus in any Member State. As a result, the securities of CGG may only be offered in relevant Member States (i) to qualified investors, as defined by the Prospectus Directive; or (ii) in any other circumstances, not requiring CGG to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, securities offered to the public in a given Member State, means, any communication in any form and by any means, of sufficient information about the terms and conditions of the offer and the securities, so as to enable an investor to decide to buy or subscribe for the securities, as the same may be varied in that Member State.

This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

United Kingdom

The distribution of this press release is directed only at (i) persons outside the United Kingdom, subject to applicable laws, or (ii) persons having professional experience in matters relating to investments who fall within the definition of investment professionals in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the Order) or (iii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) (a) to (d) of the Order. Persons within the United Kingdom who receive this communication (other than persons falling within (ii) and (iii) above) should not use, or rely on, this press release or any information contained herein.

United States

This press release does not constitute an offer or invitation to sell or purchase, or any solicitation of any offer to purchase or subscribe for, any securities of CGG in the United States of America. Securities may not be offered, subscribed or sold in the United States of America absent registration under the U.S. Securities Act of 1933, as amended (the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements thereof. The securities of CGG have not been and will not be registered under the U.S. Securities Act and CGG does not intend to make a public offer of its securities in the United States of America.

Forward-looking statements

This press release includes information about the objectives of the Group and forward-looking statements. These statements are sometimes identified by the use of the future or conditional tense, as well as terms such as estimate , believe , have the objective of , intend to , expect , result in , should and other similar expressions. It should be noted that the realisation of these objectives and forward-looking statements is dependent on the circumstances and facts that arise in the future. Forward-looking statements and information about objectives may be affected by known and

unknown risks, uncertainties and other factors that may significantly alter the future results, performance and accomplishments planned or expected by the Company. These factors may include changes in the economic and commercial situation, regulations and the risk factors described in CGG's annual report on Form 20-F for the financial year ended 31 December 2014 filed with the Securities and Exchange Commission (the SEC) on 13 April 2015, and which may be obtained on the websites of the SEC (www.sec.gov) and CGG (www.cgg.com).

THIS FORM 6-K REPORT IS HEREBY INCORPORATED BY REFERENCE INTO CGG S REGISTRATION STATEMENT ON FORM S-8 (REGISTRATION STATEMENT NO. 333-150384, NO. 333-158684, NO. 333-166250, NO. 333-173638, NO. 333-188120 AND NO. 333-197785) AND SHALL BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CGG has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date January 11th, 2016

By /s/ Stéphane-Paul FRYDMAN
S.P. FRYDMAN
Corporate Officer & CFO

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