

INPUT OUTPUT INC  
Form 8-K  
October 28, 2004

**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): **October 27, 2004**

**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)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- 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 2.02. Results of Operations and Financial Condition**

On October 27, 2004, Input/Output, Inc. (the Company) issued a press release regarding its results of operations for the third quarter of 2004, a copy of which is furnished as Exhibit 99.1 hereto.

**Item 7.01. Regulation FD Disclosure**

On October 28, 2004, the Company held a conference call with analysts. A copy of prepared remarks made during the call by Robert P. Peebler, President and Chief Executive Officer, and J. Michael Kirksey, Executive Vice President and Chief Financial Officer, are furnished (simultaneously therewith in accordance with Rule 100 under Regulation FD) as Exhibit 99.2 hereto.

The information contained in this report and such exhibits (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 under the Securities Act of 1933, as amended, or the Exchange Act.

The information contained in this report and such exhibits contains certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include statements concerning estimated future revenues, gross margin, EBITDA, net income per share and earnings per share for the fourth quarter of 2004 and for the full year 2004. 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 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 Company's inability to produce products to preserve and increase market share; risks associated with the Company's restructuring and corporate repositioning program; risks of significant payment defaults under extended financing arrangements with customers; risks of losing significant customers; and risks of technological and marketplace changes affecting the Company's product line and service offerings. 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.

**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: October 28, 2004

Input/Output, Inc.  
(Registrant)

By: /s/ J. Michael Kirksey  
Name: J. Michael Kirksey  
Title: Executive Vice President and  
Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated October 27, 2004, issued by Input/Output, Inc.
99.2	Input/Output, Inc. October 28, 2004 Conference Call Prepared Remarks of Robert P. Peebler, President and Chief Executive Officer, and J. Michael Kirksey, Executive Vice President and Chief Financial Officer.