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VERITAS DGC INC
Form 8-K
July 26, 2002

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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): JULY 22, 2002

VERITAS DGC INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|----------------------------------|--------------------------|---|
| DELAWARE | 001-7427 | 76-0343152 |
| (State or Other Jurisdiction) | (Commission File No.) | (I.R.S. Employer Identification No.) |

10300 TOWN PARK
HOUSTON, TEXAS 77072
(Address of Principal Executive Offices) (Zip Code)

832-351-8300
(Registrant's Telephone Number, Including Area Code)

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ITEM 5. OTHER EVENTS

On July 22, 2002, Veritas DGC Inc. and Petroleum Geo-Services ASA entered into a second amendment to the Agreement and Plan of Merger and Exchange

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Agreement dated as of November 26, 2001 and previously amended on June 21, 2002, among PGS, Veritas, VGS Inc., Neptune Holdco LLC and Neptune Mergerco Inc. A copy of the second amendment is filed as Exhibit 2.1 hereto and is incorporated herein by reference. The text of a joint press release issued by PGS and Veritas on July 22, 2002 regarding the second amendment is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|--|
| 2.1 | Second Amendment to the Agreement and Plan of Merger and Exchange Agreement, dated effective as of July 22, 2002, among Petroleum Geo-Services ASA, Veritas DGC Inc., VGS Inc., Neptune Holdco LLC and Neptune Mergerco Inc. |
| 99.1 | Joint press release of PGS and Veritas issued July 22, 2002. |

SIGNATURE

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

VERITAS DGC INC.
(Registrant)

/s/ Matthew D. Fitzgerald

Matthew D. Fitzgerald
Executive Vice President, Chief Financial
Officer and Treasurer

Date: July 26, 2002

EXHIBIT INDEX

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