

GENERAL GEOPHYSICS CO

Form 424B3

July 03, 2006

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**Filed pursuant to Rule 424(b)(3) under the Securities Act of 1933
Commission File No. 333-134649
and No. 333-134650**

**Offer to Exchange All Outstanding
7¹/₂% Initial Senior Notes due 2015
Guaranteed on a senior basis by certain subsidiaries
(\$165,000,000 aggregate principal amount outstanding)
for
7¹/₂% Exchange Senior Notes due 2015
Guaranteed on a senior basis by certain subsidiaries
Compagnie Générale de Géophysique
(General Geophysics Company)**

We are offering to exchange all of our outstanding unregistered 7¹/₂% Senior Notes due 2015 issued on February 3, 2006 for new registered 7¹/₂% Senior Notes due 2015. The outstanding notes and the new notes are sometimes collectively referred to as the notes. The terms of the new notes are identical to the terms of the outstanding notes except that the new notes are registered under the Securities Act of 1933 (the Securities Act) and, therefore, are freely transferable.

Please consider the following:

You should carefully review the Risk Factors beginning on page 22 of this prospectus.

Our offer to exchange outstanding notes for new note will be open until 5:00 p.m., New York City time, on July 28, 2006, unless we extend the exchange offer.

The exchange offer is not conditional upon any minimum aggregate principal amount of outstanding notes being tendered.

Tenders of outstanding notes may be withdrawn any time prior to the expiration of the exchange offer.

The exchange of outstanding notes for new notes will not be a taxable event for U.S. federal income tax purposes.

You should also carefully review the procedures for tendering the outstanding notes beginning on page 41 of this prospectus.

If you fail to tender your outstanding notes, you will continue to hold unregistered securities and your ability to transfer them could be adversely affected.

No public market currently exists for the notes. Application has been made for the new notes to be listed on the Euro MTF market of the Luxembourg Stock Exchange.

Information about the Notes:

The notes will mature on May 15, 2015.

We will pay interest on the notes semi-annually on May 15 and November 15 of each year, beginning, with respect to the new notes, November 15, 2006, at the rate of 7¹/₂% per annum.

The new notes will be fully fungible with, rank pari passu with and form a single series with our \$164,500,000 7¹/₂% Senior Notes due 2015 that were originally issued in connection with a registered exchange offer that was completed on November 9, 2005.

We may redeem the notes on or after May 15, 2010 at the redemption prices set forth on page 52 of this prospectus.

We have the option until May 15, 2008, to redeem up to 35% of the original aggregate principal amount of the notes originally issued and the notes with the net proceeds of certain types of equity offerings.

At any time prior to May 15, 2010, we may also redeem all or a part of the notes at a redemption price equal to 100% of the principal amount of the notes plus the applicable premium described in this prospectus.

We may also redeem all, but not fewer than all, of the notes at a redemption price equal to 100% of the

principal amount of the notes in the event of certain changes affecting tax laws.

The notes are our senior unsecured obligations and will rank equally in right of payment with all of our other existing and future senior unsecured indebtedness and senior in right of payment to all our existing and future subordinated indebtedness.

The notes will be initially guaranteed on a senior unsecured basis by certain of our subsidiaries. The notes and the subsidiary guarantees will be effectively subordinated to all our secured obligations, all secured obligations of our subsidiaries that guarantee the notes and all obligations of our subsidiaries that do not guarantee the notes.

If we undergo a change of control or sell some of our assets, we may be required to offer to purchase notes from you.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus is June 29, 2006

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This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. You should rely only on the information or representations provided in this prospectus. We have not authorized any person to provide information other than that provided in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this document.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934 (the "Exchange Act") applicable to foreign private issuers. In accordance with the Exchange Act, we electronically file reports, including annual reports on Form 20-F and interim reports on Form 6-K, and other information with the Securities and Exchange Commission. You may obtain these reports and other information by sending a written request to Compagnie Générale de Géophysique, 1, rue Léon Migaux, 91341 Massy, France, Attention: Investor Relations Officer, Telephone: (33) 1 64 47 3000.

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You can inspect and copy these reports, and other information, without charge, at the Public Reference Room of the Commission located at 100 F. Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission also maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission. In addition, you can inspect material filed by us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which American Depositary Shares representing shares of our common stock are listed. As a foreign private issuer, we are not subject to the proxy rules under Section 14 or the short-swing insider profit disclosure rules under Section 16 of the Exchange Act.

All information referred to above will, for so long as the notes are listed on the Luxembourg Stock Exchange, also be available, without charge, at the specified office of the Paying Agent in Luxembourg during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this prospectus.

PRESENTATION OF INFORMATION

In this prospectus, references to United States or U.S. are to the United States of America, references to U.S. dollars, \$ or U.S.\$ are to United States dollars, references to France are to the Republic of France, references to FF are to French francs, references to Norway are to the Kingdom of Norway, references to NOK are to Norwegian kroner and references to euro or are to the single currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty Establishing the European Union.

Unless otherwise indicated, statements in this prospectus relating to market share, ranking and data are derived from management estimates based, in part, on independent industry publications, reports by market research firms or other published independent sources. Any discrepancies in any table between totals and the sums of the amounts listed in such table are due to rounding.

As used in this prospectus CGG, we, us and our refer to Compagnie Générale de Géophysique and its subsidiaries except as otherwise indicated.

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INCORPORATION BY REFERENCE

The Commission allows us to incorporate by reference the information we file with the Commission in other documents, which means:

incorporated documents are considered part of this prospectus;

we can disclose important information to you by referring you to those documents; and

information that we file with the Commission after the date of this prospectus automatically updates and supersedes this prospectus.

We incorporate by reference each of the following documents:

our annual report on Form 20-F for the financial year ended December 31, 2005 filed with the Commission on May 9, 2006;

our report on Form 6-K submitted to the Commission on May 11, 2006 containing our unaudited interim financial statements for the three months ended March 31, 2006;

our report on Form 6-K submitted to the Commission on May 15, 2006 with respect to the conversion of our remaining convertible bonds due 2012 issued in November 2004; and

our report on Form 6-K submitted to the Commission on May 15, 2006 with respect to the free allocation of shares to certain of our employees.

In addition, we incorporate by reference each of the following documents that we will file with the Commission after the date of this prospectus from now until the first anniversary of the effective date of the registration statement pertaining to the new notes:

reports filed under Section 13(a), 13(c) or 15(d) of the Exchange Act; and

any future reports filed on Form 6-K that indicate that they are incorporated by reference in this prospectus.

You may obtain a copy of any of the documents referred to above (excluding exhibits) at no cost by contacting us at the following address:

Compagnie Générale de Géophysique
1, rue Léon Migaux
91341 Massy, France
Attention: Investor Relations Officer
Tel: (33) 1 64 47 3000

To obtain timely delivery, you must request any document no later than five days before the date of the expiration of this exchange offer, meaning no later than July 23, 2006.

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FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements. We have based these forward-looking statements on our current views and assumptions about future events.

These forward-looking statements are subject to risks, uncertainties and assumptions we have made, including, among other things:

changes in international economic and political conditions, and in particular in oil and gas prices;

our ability to reduce costs;

our ability to finance our operations on acceptable terms;

the timely development and acceptance of our new products and services;

the effects of competition;

political, legal and other developments in foreign countries;

the timing and extent of changes in exchange rates for non-U.S. currencies and interest rates;

the accuracy of our assessment of risks related to acquisitions, projects and contracts, and whether these risks materialize;

our ability to integrate successfully the businesses or assets we acquire, including Exploration Resources ASA;

our ability to sell our seismic data library;

our ability to access the debt and equity markets during the periods covered by the forward-looking statements, which will depend on general market conditions and on our credit ratings for our debt obligations; and

our success at managing the risks of the foregoing.

We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur.

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PROSPECTUS SUMMARY

This summary highlights selected information from this prospectus to help you understand our business and the terms of the notes. You should carefully read all of this prospectus, including the consolidated financial statements and related notes, to understand fully our business and the terms of the notes, as well as some of the other considerations that may be important to you in making your investment decision. You should pay special attention to the Risk Factors section of this prospectus to determine whether an investment in the notes is appropriate for you.

Compagnie Générale de Géophysique

We believe we are a leading international provider of geophysical services and manufacturer of geophysical equipment. Founded in France in 1931, we provide geophysical services principally to oil and gas companies that use seismic imaging to help explore for, develop and manage oil and gas reserves by:

identifying new areas where subsurface conditions are favorable for the accumulation of oil and gas;

determining the size and structure of previously identified oil and gas fields; and

optimizing development and production of oil and gas reserves (reservoir management).

We sell our geophysical equipment primarily to other geophysical service companies.

Our operations are organized into two main segments: Services and Products. Services accounted for 64% and Products accounted for 36% of our consolidated revenues for the year ended December 31, 2005. For the three months ended March 31, 2006, Services accounted for 71% and Products for 29% of our consolidated revenues. We generate revenues (by location of customers) on a worldwide basis. For the year ended December 31, 2005, 34% of our consolidated revenues were from the Americas, 34% from the Middle East and the Asia-Pacific region, 22% from Europe and the Commonwealth of Independent States (CIS), and 10% from Africa. For the three months ended March 31, 2006, 35% of our consolidated revenues were from the Americas, 41% from the Middle East and Asia-Pacific region, 15% from Europe and CIS and 9% from Africa.

On September 1, 2005, we acquired Exploration Resources, a Norwegian company that provides offshore geophysical services, for a total cost of 301.7 million. The acquisition is the most recent component of our strategy to enhance our position in the offshore geophysical services market. The financial statements of Exploration Resources are included in our consolidated financial statements from September 1, 2005.

Industry Conditions

Overall demand for geophysical services and equipment is dependent upon spending by oil and gas companies for exploration, production development and field management activities. This spending depends in part on present and expected future oil and gas prices.

We believe that the medium-term outlook for the geophysical services sector, particularly the offshore segment, and the demand for geophysical products is fundamentally positive for a number of reasons:

Economic growth, particularly in more active regions such as Asia (notably China and India), is generating increased energy demand and leading to higher energy prices and increased exploration efforts;

The need to replace depleting reserves and maximize the recovery of oil in existing reservoirs should encourage capital expenditures by companies engaged in exploration and production, which we expect will benefit the seismic industry;

The scope of application of geophysical services has considerably increased over the last several years as a result of significant research and development efforts. Geophysical services can now potentially be applied to the entire sequence of exploration, development and production as opposed to exploration only. This is particularly true with technologies such as 4D (time lapse seismic data); and

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Finally, the depth and duration of the contraction in the geophysical sector between 1999 and 2004 may have increased awareness among geophysical service providers of the risks related to market overcapacity.

Services

Our services are organized into the following three Strategic Business Units (SBU):
the Land SBU for land and shallow water seismic acquisition services;

the Offshore SBU for marine seismic acquisition, multi-client library sales and related services; and

the Processing & Reservoir SBU for seismic data processing, data management and reservoir studies.

Land SBU

We believe we are a leading land seismic contractor outside of North America, particularly in difficult terrain. At March 31, 2006, we had twelve land crews performing specialized 3D and 2D seismic surveys, all of which were recording data. Land seismic acquisition includes all seismic surveying techniques where the recording sensor is either in direct contact with, or in close proximity to, the ground. Our Land SBU offers integrated services, including the acquisition and processing of seismic data on land, in transition zones and on the ocean floor (seabed surveys). We have developed partnerships with local seismic acquisition companies in several countries, including Kazakhstan, Indonesia and Libya. We bring to these partnerships our international expertise, technical know-how, equipment and experienced key personnel as needed, while local partners provide their logistical resources, equipment and knowledge of the environment and local market.

Revenues from our Land SBU accounted for approximately 11% and 14% of our revenues in 2004 and 2005, respectively, and approximately 10% of our revenues for the three months ended March 31, 2006.

Offshore SBU

We provide a full range of 3D marine seismic services, principally in the Gulf of Mexico, the North Sea and off the coasts of West Africa and Brazil as well as in the Asia-Pacific region. The capacity to both acquire and process marine seismic data is an important element of our overall strategy to maintain and develop our leading position in marine seismic data acquisition and processing. Including the Exploration Resources fleet of seven vessels, we currently operate a fleet of 13 vessels, seven of which we own and six of which we operate under time charters. Time charters allow us to change vessels in order to keep pace with market developments and provide us with the security of continued access to vessels without the significant investment required for ownership.

We undertake both exclusive and non-exclusive (multi-client) marine surveys. When we acquire marine seismic data on an exclusive basis, the customer contracts to pay for and directs the scope and extent of the survey and retains ownership of the data obtained. In regions where there is extensive petroleum exploration, such as Brazil, the Gulf of Mexico, West Africa, the Mediterranean Sea and the North Sea, we also undertake multi-client (or non-exclusive) surveys whereby we fund the survey ourselves and retain ownership of the seismic data. This enables us to provide multiple companies access to the data by way of license. As a result, we have the potential to obtain multiple and higher revenues, while our customers who license the data have the opportunity to pay lower prices.

Revenues from our Offshore SBU accounted for approximately 30% and 37% of our revenues in 2004 and 2005, respectively, and approximately 50% of our revenues for the three months ended March 31, 2006. The results of Exploration Resources are included in our consolidated results from September 1, 2005.

Processing & Reservoir SBU

We provide seismic data processing and reservoir services through our network of 29 data processing centers and reservoir teams located around the world. Our seismic data processing operations transform seismic data acquired in the field into 2D cross-sections or 3D images of the earth's subsurface using Geocluster, our proprietary seismic software. These images are then interpreted by geophysicists and geologists for use by oil and

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gas companies in evaluating prospective areas, selecting drilling sites and managing producing reservoirs. We process seismic data acquired by our own land and marine acquisition crews as well as seismic data acquired by non-affiliated third parties. Marine seismic data has been a significant source of the growth in demand for our data processing services and represents over two-thirds of the operating revenues generated in our processing centers. In addition, we reprocess previously processed data using new techniques to improve the quality of seismic images.

We complement our network of international centers with regional multi-client centers and dedicated centers that bring processing facilities within our clients' premises. Fourteen of our data processing centers are dedicated centers that are located in our clients' offices. We believe that these dedicated centers are responsive to the trend among oil and gas companies to outsource processing work. They also allow us to provide our clients with a high level of service. These centers enable our geoscientists to work directly with clients and tailor our services to meet individual clients' needs.

Revenues from our Processing & Reservoir SBU accounted for approximately 15% and 13% of our revenues in 2004 and 2005, respectively, and approximately 11% of our revenues for the three months ended March 31, 2006.

Exploration Resources Acquisition

We acquired Exploration Resources, a Norwegian company that provides offshore geophysical services in September 2005, for a total cost of \$303.3 million. The acquisition is the most recent component of our strategy to enhance our position in the offshore geophysical services market. We believe the acquisition places us among the top three companies worldwide in this sector and gives us access to new seabed and electromagnetic seabed logging technology. With a larger fleet, we believe we will be able to respond better and more cost-effectively to customer demand in periods of significant activity, while continuing to develop our library of geophysical data that we sell to multiple clients. We have begun to upgrade some of Exploration Resources' vessels with the latest technologies in order to take advantage of what we believe are significant opportunities for high-end offshore geophysical services.

We financed the acquisition of Exploration Resources with a U.S.\$375 million bridge credit facility, which we repaid with the proceeds of our share capital increase by way of preferential subscription rights, issued on December 16, 2005 and our offering of the outstanding notes on February 3, 2006.

See Unaudited Condensed Pro Forma Consolidated Financial Information and the audited combined financial statements of Exploration Resources at and for the year ended December 31, 2004 and unaudited consolidated financial statements of Exploration Resources as of and for the six months ended June 30, 2005 included elsewhere in this prospectus for further information regarding Exploration Resources.

Products

We conduct our equipment development and production operations through Sercel Holding S.A. and its subsidiaries (which we refer to as Sercel). Sercel is the market leader in the development and production of seismic acquisition systems and specialized equipment in the land and offshore seismic markets. Sercel's principal product line is seismic recording equipment, particularly the 408UL 24-bit recording systems. Sercel is operated as an independent division and makes most of its sales to purchasers other than CGG.

Sercel significantly expanded its product range and increased its market share in the seismic equipment industry with the acquisitions of GeoScience Corporation in 1999 and Mark Product in 2000 and has continued its expansion through acquisitions in 2003 and 2004. In October 2003, Sercel acquired Sodera S.A., a leading provider of air gun sources used mainly in marine seismic data acquisition. In January 2004, Sercel acquired a division of Thales Underwater Systems Pty Ltd that develops and manufactures surface marine seismic acquisition systems, particularly solid streamers, and seabed marine seismic acquisition systems. Also in 2004, Sercel acquired a 51% stake in the capital of Sercel-JunFeng Geophysical Equipment Co Ltd, a Chinese company based in Hebei, China, to reinforce Sercel's manufacturing capabilities for geophones, cables and connectors. Both Thales' seismic equipment business and Sercel-JunFeng have been consolidated within the CGG group.

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from January 2004. Sercel continued its expansion in 2004 through the acquisitions of Createch Industrie and Orca Instrumentation, strengthening its position in two areas with perceived growth potential: sea-floor seismic systems and borehole seismic tools. In November 2005, Sercel announced the launch of both the 428 XL, its new generation of its land seismic acquisition systems, and the Sentinel solid streamer, a new product in its SEAL line that is the outcome of the technological synergies realized in recent acquisitions.

Revenues from our Products segment accounted for approximately 43% and 36% of our consolidated operating revenues in 2004 and 2005, respectively, and approximately 29% of our revenues for the three months ended March 31, 2006.

Our Strategy

We intend to continue to strengthen our competitive position in the global geophysical services and products markets by capitalizing on growth opportunities resulting from both the application of new technologies in every sector of the oil and gas business from exploration to production and reservoir management and from our diversified geographic presence.

To achieve our objective, we have adopted the following strategies:

Focus on Growth Areas for Geophysical Services

We believe that the continued development and enhancement of our proprietary seismic data recording equipment and software will help us to remain among the leading providers of 3D land seismic surveys. We believe that our proprietary equipment and software provide us with a competitive advantage in specific growth markets, such as data acquisition in transition zones and difficult terrain, where recent technological advances have made seismic acquisition more feasible. We intend to focus on developing our technological capabilities in emerging markets for geophysical services, such as reservoir appraisal and production monitoring. We believe that, due to our extensive international experience, we also have a competitive advantage in certain geographic markets such as Europe, Africa, the Middle East and Latin America, where we have been operating longer than many of our competitors and where we have developed partnerships with local seismic acquisition companies in several countries in these regions. We also believe that we have unique experience and expertise in complex land acquisition projects.

Our acquisition of Exploration Resources in September 2005 following our previous significant acquisition of marine seismic assets from Aker Geo in 2001 fits within the strategy we defined in 1999 to strengthen our position in the marine seismic segment.

We also intend to maintain our position in the marine seismic market for non-exclusive data by developing our non-exclusive data library. We believe that a strong position in this market segment enhances our global competitive position and may provide opportunities for continuing future sales. In developing our non-exclusive data library, we carefully select survey opportunities in order to maximize our return on investment. In 2005, for example, we carried out several feasibility studies for permanent seismic monitoring, most notably in Brazilian basins. We also intend to apply the latest advances in depth imaging technology to a selected part of our existing library.

Given the growing importance of geophysics in reservoir characterization, we intend to further develop the synergies between our data processing and reservoir services. This approach places us in a better position to meet the requirements of our clients with an extensive range of integrated services. We also intend to increase our processing capability in developing disciplines, such as applications relating to reservoir description and monitoring, including 3D pre-stack depth imaging, multi-component and 4D studies. We also plan to continue promoting and developing our dedicated processing centre services within our clients' offices and to develop our regional centers.

Develop Technological Synergies for Products and Capitalize on New Generation Equipment

We believe Sercel is the leading producer of land, marine and subsea geophysical equipment, particularly in difficult terrain. We plan to continue developing synergies among the technologies available within Sercel and to

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capitalize fully on our position as a market leader. Through internal expenditures on research and development, we seek to improve existing products and maintain an active new product development program in all segments of the geophysical equipment market (land, marine and ocean-bottom).

Develop and Utilize Innovative Technology

We believe that growth in demand for geophysical services will continue to be driven in part by the development of new technologies. We expect multi-component (3C/4C) surveys and time-lapse (4D) surveys to become increasingly important for new production-related applications, particularly in the marine sector, and expect specialized recording equipment for difficult terrain to become more important in land seismic data acquisition, particularly in transition zones and shallow water. We believe that to remain competitive, geophysical services companies will need to combine advanced data acquisition technology with consistently improving processing capacity in order to reduce further delivery times for seismic services. Our strategy is to take advantage of our leading technology and our ability to integrate our full range of services to enhance our position as a market leader in:

land and transition zone seismic data acquisition systems and know-how;

innovative marine or subsea acquisition systems and services;

seismic data processing and reservoir services; and

manufacturing of land, marine and subsea data acquisition equipment.

In this respect, we intend to continue our high level of research and development investment to reinforce our technological leadership.

Emphasize Client Service

We believe it is important to operate in close proximity to our clients to develop a better understanding of their individual needs and to add measurable value to their business processes. We respond to these needs by creating new products or product enhancements that improve the quality of data and reduce the data delivery time to clients. We believe that our regional multi-client and dedicated data processing centers in our clients' offices provide us with an advantage in identifying contract opportunities, optimizing service to clients and developing products responsive to new market demands, such as seismic techniques applied to reservoir management. We believe that we are well positioned to benefit from the industry trend towards increased outsourcing that is leading oil and gas companies to place greater emphasis on relationships and service quality, including health, safety and protection of the environment, in their selection of third party service providers, including geophysical services providers. We plan to continue implementing our strategy towards service to clients through:

tailoring our data acquisition operations to meet specific client demands;

expanding regional multi-client and dedicated on-site processing centers;

recruiting and training customer-oriented service staff;

organizing client training seminars focused on our products and services;

developing easy access to our multi-client data library through the increasing application of e-business technologies;

developing corporate contracts with our main clients; and

gaining access to new data acquisition markets, such as subsea and newly opening territories.

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Provide Integrated Services

We are committed to providing clients with a full array of seismic data services, from acquisition and processing to data interpretation and management. We believe that integration of compatible technology and equipment increases the accuracy of data acquisition and processing, enhances the quality of our client service and thereby improves productivity in oil and gas exploration and production. Our clients increasingly seek integrated solutions to better evaluate known reserves and improve the ratio of recoverable hydrocarbons from producing fields. We are continuing to develop our ability to provide geosciences solutions through a combination of various exploration and production services, including technical data management, reservoir characterization and interpretation of well information.

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Summary of the Exchange Offer

On April 28, 2005, we issued U.S.\$1650,000,000 aggregate principal amount of our 7¹/₂ % Senior Notes due 2015 in a transaction not registered under the Securities Act. We subsequently consummated a registered exchange offer with respect to the original notes. U.S.\$164,500,000 aggregate principal amount of these notes were exchanged for identical notes registered with the Commission. We sometimes refer herein to such notes as the original notes.

On February 3, 2006, we completed a private offering of the outstanding notes outside the United States in reliance on Regulation S under the Securities Act and to certain qualified institutional buyers within the United States in reliance on Rule 144A under the Securities Act. We entered into a registration rights agreement with the initial purchasers in the private offering of the outstanding notes in which we agreed to deliver to you this prospectus and to complete the exchange offer within 210 days after the date we issued the outstanding notes. You are entitled to exchange in the exchange offer your outstanding notes for new notes with substantially identical terms.

You should read the discussion under the headings Summary of the Terms of the New Notes beginning on page 15 and Description of the Notes beginning on page 47 for further information regarding the new notes.

We summarize the terms of the exchange offer below. You should read the discussion under the heading The Exchange Offer beginning on page 38 for further information regarding the exchange offer and resale of the new notes.

The Exchange Offer We are offering to exchange up to \$165 million aggregate principal amount of new notes for up to \$165 million aggregate principal amount of the outstanding notes. Outstanding notes may be exchanged only in integral multiples of \$1,000.

Expiration Date The Exchange Offer will expire at 5:00 p.m., New York City time, on July 28, 2006, or such later date and time to which we extend it.

Withdrawal of Tenders You may withdraw your tender of outstanding notes prior to the expiration date, unless previously accepted for exchange. We will return to you, without charge, promptly after the expiration or termination of the exchange offer any outstanding notes that you tendered but that were not accepted for exchange.

Conditions to the Exchange Offer We will not be required to accept outstanding notes for exchange if the exchange offer would be unlawful or would violate any interpretation of the staff of the Commission. The exchange offer is not conditioned upon any minimum aggregate principal amount of outstanding notes being tendered. Please read the section The Exchange Offer Conditions to the Exchange Offer beginning on page 40 for more information regarding the conditions to the exchange offer.

Procedures for Tendering Outstanding Notes If your outstanding notes are held through The Depository Trust Company (DTC) and you wish to participate in the exchange offer, you may do so through the automated tender offer program of DTC. If you tender under this program, you will agree to be bound by the letter of transmittal that we are providing with this prospectus as though you had signed the letter of

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transmittal. By signing or agreeing to be bound by the letter of transmittal, you will represent to us that, among other things:

any new note you receive will be acquired in the ordinary course of your business;

you have no arrangement or understanding with any person to participate in the distribution of the outstanding notes or the new notes;

if you are not a broker-dealer or are a broker-dealer but will not receive new notes for your own account in exchange for outstanding notes, you are not engaged in and do not intend to engage in the distribution of the new notes;

if you are a broker-dealer that will receive new notes for your own account in exchange for outstanding notes, that the outstanding notes to be exchanged for new notes were acquired by you as a result of market-making or other trading activities and that you will deliver a prospectus, as required by law, in connection with any resale of such new notes; and

you are not our affiliate, as defined in Rule 405 of the Securities Act, nor a broker-dealer tendering outstanding notes acquired directly from us for your own account.

Special Procedures for Beneficial Owners

If you own a beneficial interest in outstanding notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender the outstanding notes in the exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender on your behalf.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes and cannot comply, prior to the expiration date, with the applicable procedures under the automated tender program of DTC, you must tender your outstanding notes according to the guaranteed delivery procedures described in *The Exchange Offer Guaranteed Delivery Procedures* beginning on page 44.

Certain U.S. Federal Income Tax Considerations

The exchange of outstanding notes for new notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. Please read *Certain U.S. Federal Income Tax Consequences of the Exchange Offer* beginning on page 92.

Use of Proceeds

We will not receive any cash proceeds from the issuance of new notes.

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The Exchange Agent

We have appointed JPMorgan Chase Bank as exchange agent for the exchange offer. You should direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for the notice of guaranteed delivery to the exchange agent addressed as follows:

For Delivery by Mail, Overnight Delivery or Delivery By Hand:

JPMorgan Chase Bank
2001 Bryan Street, 10th Floor
Dallas, Texas 75201
Attn: Frank Ivins

***For Facsimile Transmission
(for eligible institutions only):***

+1 (214) 468-6494
Attn: Frank Ivins

For Information by Telephone:
+1 (800) 275-2048

Right Under Registration Rights Agreement If we fail to complete the exchange offer as required by the registration rights agreement, we will be obligated to pay liquidated damages to holders of the outstanding notes. Please read Outstanding Notes Registration Rights Agreement beginning on page 88 for more information regarding your rights as a holder of outstanding notes.

Listing Application has been made for the new notes to be listed on the Euro MTF market of the Luxembourg Stock Exchange.

Governing Law New York.

Trustee and Principal Paying Agent JPMorgan Chase Bank, National Association.

Luxembourg Paying Agent Dexia Banque Internationale à Luxembourg.

For further information regarding the new notes, see Description of the Notes .

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Summary of the Terms of the New Notes

Securities Offered	U.S.\$165,000,000 aggregate principal amount of 7 ¹ / ₂ % Exchange Senior Notes due 2015.
Maturity	May 15, 2015.
Interest Payment Dates	We will pay interest on the notes semi-annually in arrears on May 15 and November 15 of each year, commencing November 15, 2006.
Guarantees	<p>Initially, the notes will be guaranteed on a senior unsecured basis by Sercel, Inc., Sercel Canada Ltd. and Sercel Australia Pty Ltd (the Sercel Guarantors) and CGG Americas, Inc., CGG Canada Services Ltd. and CGG Marine Resources Norge A/ S (together with the Sercel Guarantors, the Initial Guarantors). Our other subsidiaries will not initially guarantee the notes and, in certain circumstances, we may elect to have the Sercel Guarantors released from their guarantees of the notes.</p> <p>The Initial Guarantors have fully and unconditionally guaranteed, on a joint and several basis, the payment of all interests, principal and other amounts, if any, under the notes and the indenture for the notes.</p> <p>The Initial Guarantors (excluding their subsidiaries that have not guaranteed the notes) generated, before consolidation entries, 307.5 million of revenues, 60.7 million of operating income and 37.0 million of net income in the year ended December 31, 2005 and held 600.3 million of total assets, before consolidation entries, as of December 31, 2005. They generated, before consolidation entries, 133.1 million of revenues, 47.3 million of operating income and 27.7 million of net income in the three-month period ended March 31, 2006 and held 601.6 million of total assets, before consolidation entries, as of March 31, 2006.</p> <p>The Sercel Guarantors (excluding their subsidiaries that have not guaranteed the notes) generated, before consolidation entries, 146.5 million of revenues, 11.0 million of operating income and 6.3 million of net income in the year ended December 31, 2005 and held 205.9 million of total assets, before consolidation entries, as of December 31, 2005. They generated, before consolidation entries, 60.9 million of revenues, 5.5 million of operating income and 3.6 million of net income in the three-month period ended March 31, 2006 and held 213.7 million of total assets, before consolidation entries, as of March 31, 2006. The revenue, operating income, net income and assets of the Sercel Guarantors are included in those of the Initial Guarantors.</p>
Ranking	The notes will be our senior unsecured obligations, ranking equally in right of payment with all our other existing and future senior unsecured indebtedness and senior in right of payment to all our existing and future subordinated indebtedness. The notes and the subsidiary guarantees will be effectively subordinated to all our secured obligations and all secured obligations of the subsidiaries that guarantee the notes, including any indebtedness under our syndicated credit facility. The notes and the subsidiary guarantees also will be effectively subordinated to all current and future indebtedness of subsidiaries that do not guarantee the notes. As

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of March 31, 2006, there was 407.0 million of outstanding indebtedness, including accrued interest effectively senior to the notes, of which 111.8 million was secured. The indenture permits us and our subsidiaries to incur additional indebtedness (including additional secured indebtedness), subject to certain conditions.

Optional Redemption

We may redeem all or a part of the notes at any time on or after May 15, 2010 at the redemption prices described in this prospectus. We may redeem up to 35% of the aggregate principal amount of the original notes, the notes and any additional notes issued under the indenture (excluding for this purpose any new notes) prior to May 15, 2008 using the proceeds of certain equity offerings. At any time prior to May 15, 2010, we may redeem all or part of the notes at a redemption price equal to 100% of the principal amount of the notes plus the applicable premium described in this prospectus. We may also redeem all, but not less than all, of the notes at a redemption price equal to 100% of the principal amount of the notes in the event of certain changes in tax laws.

Change of Control

If we undergo a change of control, each holder may require us to repurchase all or a portion of the notes held by such holder at 101% of the principal amount thereof, plus accrued and unpaid interest.

Redemption for Changes in Tax Law

We will be required to pay additional amounts to the holders of the notes to compensate them for any amounts deducted from payments to them in respect of the notes on account of certain taxes and other governmental charges. If we become obligated to pay such additional amounts as a result of a change in law, the notes will be subject to redemption, in whole but not in part, at our option at a price equal to 100% of the principal amount of the notes.

Certain Covenants and Events of Default

The indenture for the notes contains certain covenants and events of default that, among other things, limit our ability and that of certain of our subsidiaries to:

incur or guarantee additional indebtedness or issue preferred shares;

pay dividends or make other distributions;

purchase equity interests or redeem subordinated indebtedness early;

create or incur certain liens;

create or incur restrictions on the ability to pay dividends or make other payments to us;

enter into transactions with affiliates;

issue or sell capital stock of subsidiaries;

engage in sale-and-leaseback transactions; and

sell assets or merge or consolidate with another company.

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All of these limitations are subject to a number of important qualifications. If at any time the notes receive ratings of BBB- or higher from Standard & Poor's and Baa3 or higher from Moody's, and no default or event of default has occurred and is continuing, certain restrictions, covenants and events of default will cease to be applicable to the notes for so long as the notes maintain such ratings.

Principal Executive Office

Our headquarters are located at 1, rue Léon Migaux, 91341 Massy, France, and our telephone number is +33 1 64 47 30 00.

Risk Factors

See "Risk Factors" beginning on page 22 for a discussion of certain factors to be considered in connection with an investment in the new notes.

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SUMMARY FINANCIAL AND OPERATING INFORMATION

The tables below set forth our summary historical consolidated financial and operating information as of and for each of the five years in the period ended December 31, 2005 and the three-month periods ended March 31, 2006 and 2005. The tables should be read in conjunction with, and are qualified in their entirety by reference to, our consolidated annual financial statements and *Operating and Financial Review and Prospects* in our annual report on Form 20-F for the financial year ended December 31, 2005 filed with the Commission on May 9, 2006, and our consolidated interim financial statements and *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our current report on Form 6-K submitted to the Commission on May 11, 2006, both incorporated by reference in this prospectus.

The tables below set forth our selected consolidated financial and operating data:

as of and for each of the three month periods ended March 31, 2006 and 2005; and

as of and for each of the two years in the period ended December 31, 2005 in accordance with IFRS; and

as of and for each of the five years in the period ended December 31, 2005 in accordance with U.S. GAAP.

We adopted IFRS, as adopted by the EU, as our primary accounting principles beginning January 1, 2005. Our audited consolidated financial statements for the year ended December 31, 2005 were prepared in accordance with IFRS, and we presented restated financial statements under IFRS for the year ended December 31, 2004. Our consolidated interim financial statements for the three months ended March 31, 2006 and 2005 were prepared in accordance with IFRS. All interim financial data are unaudited.

The differences between IFRS and U.S. GAAP as they relate to us, and the reconciliation of net income and shareholders' equity to U.S. GAAP for the years ended December 31, 2005 and 2004 and for the three months ended March 31, 2006 and 2005 are described in note 31 to our audited consolidated financial statements included in our annual report on Form 20-F for the financial year ended December 31, 2005 and note 3 to our unaudited interim consolidated financial statements included in our current report on Form 6-K submitted to the Commission on May 11, 2006, respectively, both incorporated by reference in this prospectus.

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	As of and for the three months ended March 31,		As of and for the year ended December 31,	
	2006	2005	2005	2004
(in millions of euros except for number of shares and operational data)				
Amounts in accordance with IFRS:				
Statement of Operations Data:				
Operating revenues	322.1	194.4	869.9	687.4
Other revenues from ordinary activities	0.4	0.2	1.9	0.4
Cost of operations	(202.1)	(152.5)	(670.0)	(554.0)
Gross profit	120.4	42.1	201.8	133.8
Research and development expenses, net	(8.8)	(7.7)	(31.1)	(28.8)
Selling, general and administrative expenses	(28.6)	(19.8)	(91.2)	(78.6)
Other revenues (expenses)	1.5	0.9	(4.4)	19.3
Operating income	84.5	15.5	75.1	45.7
Cost of financial debt, net	(7.0)	(5.4)	(42.3)	(27.8)
Variance on derivative on convertible bonds	(12.4)	(15.0)	(11.5)	(23.5)
Other financial income (loss)	(1.7)	0.7	(14.5)	0.8
Income taxes	(19.6)	(8.3)	(26.6)	(10.9)
Equity in income of affiliates	2.7	3.8	13.0	10.3
Net loss	46.5	(8.7)	(6.8)	(5.4)
Attributable to shareholders	46.2	(8.8)	(7.8)	(6.4)
Attributable to minority interests	0.3	0.1	1.0	1.0
Net income (loss) per share:				
Basic ⁽¹⁾	2.70	(0.75)	(0.64)	(0.55)
Diluted ⁽²⁾	2.64	(0.75)	(0.64)	(0.55)
Balance sheet:				
Cash and cash equivalents	149.8	79.8		

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof

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the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []. Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The clients of the Investment Management Subsidiaries, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, the securities reported herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security

Being Reported on By the Parent Holding Company

See Attached Exhibit C

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities

referred to above were acquired and are held in the ordinary course of business and were

not acquired and are not held for the purpose of or with the effect of changing or

influencing the control of the issuer of the securities and were not acquired and are not

held in connection with or as a participant in any transaction having that purpose or

effect.

This report shall not be construed as an admission by the persons filing the report that

they are the beneficial owner of any securities covered by this report.

Exhibits.

Exhibit A Joint Filing Agreement

Exhibit B Limited Powers of Attorney for Section 13 Reporting Obligations

Exhibit C Item 7 Identification and Classification of Subsidiaries

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the

information set forth in this statement is true, complete and correct.

Dated: January 26, 2016

Franklin Resources, Inc.

By: /s/LORI ANN WEBER

Lori Ann Weber

Assistant Secretary of Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

By: /s/ROBERT C. ROSSELOT

Robert C. Rosselot

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney
attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of
Attorney
attached to this Schedule 13G

Franklin Advisory Services, LLC

By: /s/STEVEN J. GRAY

Steven J. Gray

Assistant Secretary of Franklin Advisory Services, LLC

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d 1(k) under the Securities Exchange Act of 1934,
as amended,

the undersigned hereby agree to the joint filing with each other of the
attached

statement on Schedule 13G and to all amendments to such statement and that
such statement

and all amendments to such statement are made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this agreement on
January 26, 2016.

Franklin Resources, Inc.

By: /s/LORI ANN WEBER

Lori Ann Weber

Assistant Secretary of Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

By: /s/ROBERT C. ROSSELOT

Robert C. Rosselot

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney
attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of
Attorney
attached to this Schedule 13G

Franklin Advisory Services, LLC

By: /s/STEVEN J. GRAY

Steven J. Gray

Assistant Secretary of Franklin Advisory Services, LLC

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EXHIBIT B

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and

appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the undersigned

to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G (including

any amendments thereto or any related documentation) with the United States Securities

and Exchange Commission, any national securities exchanges and Franklin Resources, Inc.,

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a Delaware corporation (the "Reporting Entity"), as considered necessary or advisable

under Section 13 of the Securities Exchange Act of 1934 and the rules and regulations

promulgated thereunder, as amended from time to time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact

are necessary or desirable for and on behalf of the undersigned in connection with the

foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on behalf of

the undersigned pursuant to this Limited Power of Attorney will be in such form and will

contain such information and disclosure as such attorney in fact, in his or her

discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes (i) any

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liability for the undersigned's responsibility to comply with the requirements of the

Exchange Act or (ii) any liability of the undersigned for any failure to comply with such

requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility

for compliance with the undersigned's obligations under the Exchange Act, including

without limitation the reporting requirements under Section 13 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact full

power and authority to do and perform all and every act and thing whatsoever requisite,

necessary or appropriate to be done in and about the foregoing matters as fully to all

intents and purposes as the undersigned might or could do if present, hereby ratifying

all that each such attorney in fact of, for and on behalf of the undersigned, shall

lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by

the undersigned in a signed writing delivered to each such attorney in fact.

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IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 30th day of April, 2007

/s/Charles B. Johnson

Signature

Charles B. Johnson

Print Name

CUSIP NO. 046224101

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LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and

appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the undersigned

to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G (including

any amendments thereto or any related documentation) with the United States Securities

and Exchange Commission, any national securities exchanges and Franklin Resources, Inc.,

a Delaware corporation (the "Reporting Entity"), as considered necessary or advisable

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under Section 13 of the Securities Exchange Act of 1934 and the rules and regulations

promulgated thereunder, as amended from time to time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact

are necessary or desirable for and on behalf of the undersigned in connection with the

foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on behalf of

the undersigned pursuant to this Limited Power of Attorney will be in such form and will

contain such information and disclosure as such attorney in fact, in his or her

discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes (i) any

liability for the undersigned's responsibility to comply with the requirements of the

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Exchange Act or (ii) any liability of the undersigned for any failure to comply with such

requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility

for compliance with the undersigned's obligations under the Exchange Act, including

without limitation the reporting requirements under Section 13 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact full

power and authority to do and perform all and every act and thing whatsoever requisite,

necessary or appropriate to be done in and about the foregoing matters as fully to all

intents and purposes as the undersigned might or could do if present, hereby ratifying

all that each such attorney in fact of, for and on behalf of the undersigned, shall

lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by

the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

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executed as of this 25th day of April, 2007

Jr.

/s/ Rupert H. Johnson,

Signature

Rupert H. Johnson, Jr.

Print Name

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EXHIBIT C

Franklin Advisory Services, LLC
Classification: 3(e)

Item 3