

VERITAS DGC INC  
Form 8-K  
March 03, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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**Date of Report (Date of Earliest Event Reported): March 3, 2004**

**Veritas DGC Inc.**

(Exact Name of Registrant As Specified In Its Chapter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-7427**  
(Commission File No.)

**76-0343152**  
(IRS 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

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

SIGNATURE

EXHIBIT INDEX

Registration Rights Agreement

Indenture

Global Note

Press Release dated March 3, 2004

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On March 3, 2004, Veritas DGC Inc. (the Registrant ) issued a press release announcing that it has closed its previously announced private offering of \$125 million aggregate principal amount of Floating Rate Convertible Senior Notes Due 2024. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Current Report on Form 8-K, including the exhibit hereto, is neither an offer to sell nor a solicitation of an offer to purchase any of the securities to be offered and sold. The securities offered and sold have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
4.1	Registration Rights Agreement dated as of March 3, 2004 by and between Veritas DGC Inc. and Deutsche Bank Securities Inc.
4.2	Indenture dated as of March 3, 2004 by and between Veritas DGC Inc. and U.S. Bank National Association, as trustee.
4.3	Global Note representing \$125,000,00 aggregate principal amount of Floating Rate Convertible Senior Notes Due 2024.
99.1	Press Release of Veritas DGC Inc. dated as of March 3, 2004

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**SIGNATURE**

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

**Veritas DGC INC.**  
(Registrant)

/s/ Larry L. Worden  
Larry L. Worden  
Vice President, General Counsel &  
Secretary

Date: March 3, 2004

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99.1	Press Release of Veritas DGC Inc. dated as of February 26, 2004