

ION GEOPHYSICAL CORP  
Form 8-K  
May 17, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of report (Date of earliest event reported): May 17, 2017

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ION Geophysical Corporation  
(Exact Name of Registrant as Specified in Charter)

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Delaware 1-12691 22-2286646  
(State or other jurisdiction of incorporation) (Commission file number) (I.R.S. Employer Identification No.)

2105 CityWest Blvd, Suite 100  
Houston, Texas 77042-2855  
(Address of principal executive offices, including Zip Code)  
(281) 933-3339  
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

Written communication 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)

Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



Item 5.07. Submission of Matters to a Vote of Security Holders.

Results of Annual Meeting of Stockholders

On May 17, 2017, ION Geophysical Corporation (the “Company”) held its Annual Meeting of Stockholders (the “Meeting”) in Houston, Texas. Of the 12,072,605 shares of common stock outstanding and entitled to vote as of the record date, 9,864,945 shares (81.71%) were present or represented by proxy at the Meeting. At the Meeting, the Company’s stockholders approved all of the nominees and proposals, specifically (1) the election of Michael C. Jennings and John N. Seitz as directors to hold office until the 2020 Annual Meeting of Stockholders or until their successors are elected, (2) the compensation of the Company’s executive officers, (3) frequency of shareholder votes on executive compensation and (4) the ratification of Grant Thornton LLC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017. In the non-binding advisory vote to approve the compensation of the Company’s executive officers, approximately 70.80% of the votes cast on the proposal voted to approve the compensation of the Company’s executive officers.

The results of the voting on the matters submitted to the stockholders were as follows:

	Votes Cast For	Votes Withheld				
1. Election of Directors for a Three-Year Term Expiring in 2020						
Michael C. Jennings	6,982,814	128,310				
John N. Seitz	6,975,472	135,652				
	For	Against	Abstain	Broker Votes	Non-	
2. Advisory Vote to Approve Executive Compensation	5,034,558	1,971,784	104,782	2,753,821		
			One Year	Two Years	3 Years	Broker Abstain Non- Votes
3. Advisory Vote on Frequency of Shareholder Votes on Executive Compensation	6,926,993	21,085	150,506	12,540	2,753,821	
			For	Against	Abstain	Broker Non- Votes
4. Ratification of Grant Thornton LLC as Independent Registered Public Accountants	9,796,591	34,591	33,763	—		

Based on the outcome of the say on pay frequency vote, the Company will hold its say on pay vote every year.

In addition, the terms of the following directors continued after the Meeting:

R. Brian Hanson

Hao Huimin

Michael C. Jennings

James M. Lapeyre, Jr.

John N. Seitz

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**SIGNATURES**

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 hereunto duly authorized.

Date: May 17, 2017

ION GEOPHYSICAL  
CORPORATION  
By: /s/ JAMEY S. SEELY  
Jamey S. Seely  
Executive Vice President, General  
Counsel  
and Corporate Secretary