

VERITAS DGC INC  
Form 8-K  
May 27, 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): May 26, 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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Press Release dated May 26, 2004

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**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Veritas DGC Inc. dated as of May 26, 2004.

**ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On May 26, 2004, Registrant issued a press release reporting earnings and other financial results for its third fiscal quarter ended April 30, 2004. A copy of the press release is attached as Exhibit 99.1.

THE INFORMATION CONTAINED IN THIS CURRENT REPORT, INCLUDING THE EXHIBIT ATTACHED HERETO, SHALL NOT BE DEEMED FILED FOR THE PURPOSES OF SECTION 18 OF THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, NOR SHALL IT BE DEEMED INCORPORATED BY REFERENCE INTO ANY REGISTRATION STATEMENT OR OTHER FILING PURSUANT TO THE SECURITIES ACT OF 1933, AS AMENDED, EXCEPT AS OTHERWISE EXPRESSLY STATED IN SUCH FILING.

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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: May 26, 2004

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