

CGG
Form 6-K
September 29, 2014

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

For the month of September 2014

CGG

Tour Maine Montparnasse - 33 Avenue du Maine BP 191 - 75755 PARIS CEDEX 15 (address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82

NOTICE OF EXCHANGE

To the Holders of

CGG (the Issuer)

\$500,000,000 6.875% Senior Notes due 2022 (the Notes)

NOTICE IS HEREBY GIVEN that the Issuer will exchange an aggregate principal amount of up to \$500,000,000 of its 6.875% Senior Notes due 2022 (the **New Notes**), which have been registered under the United States Securities Act of 1933 (the **Securities Act**), for an identical principal amount of its unregistered outstanding Notes issued on May 1, 2014 (the **Old Notes**). The form and terms of the New Notes will be substantially identical to the form and terms of the Old Notes. The exchange period began on September 23, 2014. Each Holder of Old Notes wishing to accept the Exchange Offer must complete, sign and date the Letter of Transmittal, obtainable from the Exchange Agent or the Luxembourg Paying Agent, and mail or otherwise deliver such Letter of Transmittal together with the Notes to the Exchange Agent listed below prior to 5:00 p.m. New York City time, on the date the Exchange Offer expires, which will be October 22, 2014, unless the Exchange Offer is extended. The method of delivery of Notes, Letters of Transmittal and all other required documents to the Exchange Agent is at the election and risk of the Holder.

The Old Notes issued pursuant to Rule 144A under the Securities Act have the following security codes: CUSIP No. 12531TAA7 and ISIN No. US12531TAA79. The Old Notes issued pursuant to Regulation S of the Securities Act have the following security codes: CUSIP No. F1704UAC8 and ISIN No. USF1704UAC83. The new notes have been accepted for clearance and settlement with DTC under the following securities codes: CUSIP No. 12531TAB5 and ISIN No. US12531TAB52.

Exchange Agent

The Bank of New York Mellon

101 Barclay Street, Floor 7E

New York, NY 10286

Attn: Global Corporate Trust Global Americas

For information or confirmation, contact

Tel: +1 (212) 815-5788

Fax: +1 (212) 815-5366, Attn: Global Corporate Trust

The Bank of New York Mellon (Luxembourg) S.A.

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September 23, 2014

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THIS FORM 6-K REPORT IS HEREBY INCORPORATED BY REFERENCE INTO THE PROSPECTUS CONTAINED IN CGG'S REGISTRATION STATEMENT ON FORM F-4 (REGISTRATION STATEMENT NO. 333-197261) AND SHALL BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

SIGNATURES

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

Date September 26th, 2014

By /s/ Stéphane-Paul FRYDMAN
S.P. FRYDMAN
Corporate Officer & CFO

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