



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed by ION Geophysical Corporation (the “Company”), on November 13, 2014, Steve Bate was appointed the Executive Vice President and Chief Financial Officer of the Company. In connection with his appointment as the Company’s Executive Vice President and Chief Financial Officer, on December 1, 2014, the Company granted to Mr. Bate under the Company’s 2014 Long-Term Incentive Plan 20,000 shares of restricted stock and options to purchase 60,000 shares of the Company’s common stock. The options granted vest 25% each year over a four-year period and are exercisable at a price equal to \$2.47 per share, which is the closing sales price per share of the Company’s common stock on the New York Stock Exchange on the last trading day immediately prior to the date of grant, in accordance with the terms of the 2014 Long-Term Incentive Plan. The grants of shares of restricted stock will vest in 33% increments annually, over a three-year period. During the period that the restricted stock has not yet vested, holders of shares of restricted stock are entitled to the same voting rights as all other holders of common stock.

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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: December 4, 2014

**ION GEOPHYSICAL CORPORATION**

By: /s/ JAMEY S. SEELY

Jamey S. Seely

Executive Vice President, General Counsel and Corporate  
Secretary