

GENERAL GEOPHYSICS CO

Form 6-K

April 19, 2005

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 April, 2005

GENERAL COMPANY OF GEOPHYSICS

(translation of registrant's name into English)

1, rue Leon Migaux, 91341 MASSY FRANCE (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

COMPAGNIE GENERALE DE GEOPHYSIQUE

Paris, April 18th 2005

CGG to pursue an offering of senior notes in the international capital markets

Compagnie Generale de Geophysique (CGG), (Euronext 12016, NYSE GGY) announced today that it expects to pursue an offering of senior notes in aggregate principal amount of approximately \$150 million in the international capital markets. The net proceeds will be used, along with available cash, to redeem and pay accrued interest on all of the \$150 million outstanding aggregate principal amount of CGG's existing 10 % Senior Notes due 2007. The offering will be made in accordance with Rule 144A and Regulation S under the US Securities Act of 1933 (the Securities Act). The additional Senior Notes will not be registered under the Securities Act and may not be offered and sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. There will be no offering to the public in France.

The Compagnie Generale de Geophysique group is a global participant in the oilfield services industry, providing a wide range of seismic data acquisition, processing and geoscience services and software to clients in the oil gas exploration and production business. It is also a global manufacturer of geophysical equipment.

For US only: The information included herein contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the US Securities Exchange Act of 1934. These forward-looking statements reflect numerous assumptions and involve a number of risks and uncertainties as disclosed by CGG from time to time in its filings with the US Securities and Exchange Commission. Actual results may vary materially.

For UK only: The attached document is only being distributed to and is only directed at (i) persons who have professional experience in matters relating to investment who fall within Article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (the Order) or (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as relevant persons). The investments to which this document relates are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments, will be available only to or will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its content. Persons distributing such document must satisfy themselves that it is lawful to do so.

The information included herein contains certain forward-looking statements within the meaning of Section 27A of the securities act of 1933 and section 21^E of the Securities Exchange Act of 1934. These forward-looking statements reflect numerous assumptions and involve a number of risks and uncertainties as disclosed by the Company from time to time in its filings with the Securities and Exchange Commission. Actual results may vary materially.

For more information:

Christophe BARNINI 33 1 64 47 38 10

Internet: www.ccg.com

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, thereunto duly authorized.

COMPAGNIE GENERALE DE
GEOPHYSIQUE
1, rue Leon Migaux
91341 Massy Cedex

GENERAL COMPANY OF
GEOPHYSICS

Date: April 18th 2005

By Senior Executive Vice President
Strategy, Control & corporate
planning
/Gerard CHAMBOVET/

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