

INPUT OUTPUT INC  
Form 8-K  
February 01, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report: (Date of earliest event reported): January 29, 2007  
Input/Output, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-12691**  
(Commission file number)

**22-2286646**  
(I.R.S. Employer Identification No.)

**2101 CityWest Blvd  
Building III, Suite 400  
Houston, Texas 77042**  
(Address of principal executive offices, including Zip Code)  
**(281) 933-3339**  
(Registrant's telephone number, including area code)

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:

- Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.03 Material Modification to Rights of Security Holders.**

In accordance with the terms of the Rights Agreement dated January 27, 1997, as amended, between Input/Output, Inc. (the Company) and Harris Trust and Savings Bank, as Rights Agent, the rights to purchase Series A Preferred Stock previously issued under the Agreement expired by their terms at the close of business on January 29, 2007. The terms of the Agreement and the related stock purchase rights issued under the Agreement are described in the Company's registration statement on Form 8-A filed with the Securities and Exchange Commission (SEC) on January 27, 1997, as amended by the Form 8-A/A-1 filed with the SEC on May 7, 1999. The Company's board of directors determined that the Company would not renew the Agreement or extend the expiration date of the rights.

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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: February 1, 2007

INPUT/OUTPUT, INC.

By: /s/ ROBERT P. PEEBLER  
Robert P. Peebler  
President and Chief Executive Officer