

INPUT OUTPUT INC
Form 8-K
July 29, 2004

**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): July 28, 2004

Input/Output, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12961
(Commission File Number)

22-2286646
(IRS Employer Identification No.)

12300 Parc Crest Dr.
Stafford, TX
(Address of principal executive offices)

77477
(Zip Code)

Registrant's telephone number, including area code: **(281) 933-3339**

Item 12. Results of Operations and Financial Condition

On July 28, 2004, Input/Output, Inc. (the Company) issued a press release regarding its results of operations for the second quarter of 2004, a copy of which is furnished as Exhibit 99.1 hereto, which is incorporated herein by reference. Such exhibit (i) is furnished pursuant to Item 12 of Form 8-K, (ii) is not to be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act) and (iii) shall not be incorporated by reference into any previous or future filings made by or to be made by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, or the Exchange Act.

SIGNATURES

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

Date: July 29, 2004

Input/Output, Inc.
(Registrant)

By: /s/ J. Michael Kirksey
Name: J. Michael Kirksey
Title: Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release, dated July 28, 2004, issued by Input/Output, Inc. |