

ION GEOPHYSICAL CORP
Form 10-K/A
June 27, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
Form 10-K/A

(Amendment No.2)
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-12691

ION Geophysical Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

22-2286646

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

2105 CityWest Blvd

Suite 400

Houston, Texas 77042-2839

(Address of Principal Executive Offices, Including Zip Code)

(281) 933-3339

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
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Common Stock, \$0.01 par value	New York Stock Exchange
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Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No
As of June 30, 2015 (the last business day of the registrant's second quarter of fiscal 2015), the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$165.1 million based on the closing sale price per share (\$16.05) on such date as reported on the New York Stock Exchange. On February 4, 2016, we completed a one-for-fifteen reverse stock split and our stock began trading on a reverse-split basis on February 5, 2016. The closing sale price has been retroactively adjusted to reflect the one-for-fifteen reverse stock split completed on February 4, 2016.

As of February 5, 2016, the number of shares of common stock, \$0.01 par value, outstanding was 10,567,558 shares. The number of shares has been retroactively adjusted to reflect the one-for-fifteen reverse stock split completed on February 4, 2016.

TABLE OF CONTENTS

Explanatory Note	<u>4</u>
PART IV	<u>5</u>
SIGNATURES	<u>10</u>
EXHIBIT INDEX	<u>12</u>
EX-23.3	
EX-31.1	
EX-31.2	
EX-32.1	
EX-32.2	
EX-99.1	

EXPLANATORY NOTE

This Amendment No. 2 to Annual Report on Form 10-K/A amends the Annual Report on Form 10-K for the year ended December 31, 2015 of ION Geophysical Corporation (“ION”), which was filed with the Securities and Exchange Commission (“SEC”) on February 11, 2016, as amended by that certain Amendment No. 1 on Form 10-K/A filed with the SEC on February 12, 2016 (“Amendment No. 1”). This Form 10-K/A is being filed for the purpose of providing separate financial statements of INOVA Geophysical Equipment Limited in accordance with Rule 3-09 of Regulation S-X. The INOVA Geophysical Equipment Limited (“INOVA Geophysical”) unaudited financial statements as of December 31, 2015, and for the year ended December 31, 2015, audited financial statements as of December 31, 2014, and for the year ended December 31, 2014, and unaudited financial statements as of December 31, 2013 and for the year ended December 31, 2013, and the Report of Independent Auditors, are filed as Exhibit 99.1 and are included as financial statement schedules in Item 15. “Exhibits and Financial Statement Schedules” of this Form 10-K/A. ION owns a noncontrolling equity interest (49%) in INOVA Geophysical, which ION accounts for under the equity method of accounting, and the financial statements of INOVA Geophysical as of and for the year ended December 31, 2015 were not available at the time that ION filed its Annual Report on Form 10-K in February 2016.

Rule 3-09 of Regulation S-X provides that if a 50%-or-less-owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w) of Regulation S-X, substituting 20% for 10%, separate financial statements for that 50%-or-less-owned person shall be filed. The significance tests are calculated as of the end of each of ION’s fiscal years and with respect to each fiscal year.

INOVA Geophysical met the significant subsidiary tests described above as of and with respect to ION’s fiscal year and period ended December 31, 2014, and ION has therefore included in this Form 10-K/A the required financial statements for INOVA Geophysical.

The consent of Grant Thornton for INOVA Geophysical Equipment Limited is also filed as an exhibit to this Amendment No. 2 to Annual Report on Form 10-K/A. In addition, this Form 10-K/A includes an updated exhibit index in respect thereof and certifications under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

Except as described above, this Amendment No. 2 on Form 10-K/A is not intended to update or modify any other information presented in ION’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as originally filed and amended by Amendment No. 1. This Amendment No. 2 does not update or modify in any way the financial position, results of operations, cash flows or related disclosures in ION’s Annual Report on Form 10-K as amended by Amendment No. 1, and does not reflect events occurring after the Form 10-K’s original filing date of February 11, 2016. Accordingly, this Form 10-K/A should be read in conjunction with ION’s other filings made with the SEC subsequent to the filing of its Annual Report on Form 10-K for the year ended December 31, 2015.

Item 15. Exhibits and Financial Statement Schedules

(3) Exhibits

(a) List of Documents Filed

(1) Financial Statements

The financial statements were previously filed with the Annual Report on Form 10-K for the year ended December 31, 2015, filed on February 11, 2016.

(2) Financial Statement Schedules

The following financial statement schedule was previously filed with the Annual Report on Form 10-K for the year ended December 31, 2015, filed on February 11, 2016.

Schedule II — Valuation and Qualifying Accounts

The following financial statement schedule is included in this Amendment No. 2 to Annual Report on Form 10-K/A pursuant to Rule 3-09 of Regulation S-K:

INOVA Geophysical Equipment Limited Financial Statements as of and for the periods ended December 31, 2015 (Unaudited), 2014 (Audited) and 2013 (Unaudited).

All other schedules are omitted because they are not applicable or the requested information is shown in the financial statements or noted therein.

(3) Exhibits

3.1 — Restated Certificate of Incorporation dated September 24, 2007 filed on September 24, 2007 as Exhibit 3.4 to the Company's Current

Report on Form 8-K and incorporated herein by reference.

Certificate of Amendment to the Restated Certificate of

~~**3.2~~ Incorporation of ION Geophysical Corporation dated February 2, 2016.

Certificate of Amendment to the Restated Certificate of

~~**3.3~~ Incorporation of ION Geophysical Corporation dated February 4, 2016.

Amended and Restated Bylaws of ION Geophysical Corporation filed on September

3.4 — 24, 2007 as Exhibit 3.5 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Ownership and Merger merging ION Geophysical Corporation with and into Input/Output, Inc.

3.5 — dated September 21, 2007, filed on September 24, 2007 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Rights and Designations of Series D-1 Cumulative Convertible

4.1 — Preferred Stock, dated February 16, 2005 and filed on February 17, 2005 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Elimination of Series B Preferred Stock dated September 24, 2007, filed on

4.2 — September 24, 2007 as Exhibit 3.2 to the Company's Current Report on Form 8-K and incorporated herein by reference.

4.3 — Certificate of Elimination of Series C Preferred Stock dated September 24, 2007, filed on September 24, 2007 as Exhibit

3.3 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Designation of Series D-2 Cumulative Convertible Preferred Stock dated December 6, 2007, filed

4.4 — on December 6, 2007 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Designations of Series A Junior Participating Preferred Stock of ION Geophysical Corporation

4.5 — effective as of December 31, 2008, filed on January 5, 2009 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Elimination of Series A Junior Participating Preferred Stock dated February 10, 2012, filed on February 13,

4.6 — 2012 as Exhibit 3.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

- 4.7 Indenture, dated May 13, 2013, among ION Geophysical Corporation, the subsidiary guarantors named therein, Wilmington Trust, National Association, as trustee, and U.S. Bank National Association, as collateral agent, filed on May 13, 2013 as Exhibit 4.1 to the Company's Current Report on Form 8-K and incorporated herein by reference. Registration Rights Agreement, dated May 13, 2013, among ION Geophysical Corporation, the subsidiary guarantors named therein and Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the initial purchasers named therein, filed on May 13, 2013 as Exhibit 4.2 to the Company's Current Report on Form 8-K and incorporated herein by reference.
- 4.8 Certificate of Elimination of Series D-1 Cumulative Convertible Preferred Stock dated September 30, 2013, filed on September 30, 2013 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.
- 4.9
- 4.10

Certificate of
Elimination of Series
D-2 Cumulative
Convertible Preferred
Stock dated September
30, 2013, filed on
September 30, 2013 as
Exhibit 3.2 to the
Company's Current
Report on Form 8-K
and incorporated
herein by reference.
Amended and Restated
1990 Stock Option
Plan, filed on June 9,
1999 as Exhibit 4.2 to
the Company's

***10.1 Registration Statement
on Form S-8
(Registration No.
333-80299), and
incorporated herein by
reference.

Office and
Industrial/Commercial
Lease dated June 2005
by and between
Stafford Office Park II,
LP as Landlord and
Input/Output, Inc. as
40.2 Tenant, filed on March
31, 2006 as Exhibit
10.2 to the Company's
Annual Report on
Form 10-K for the year
ended December 31,
2005, and incorporated
herein by reference.

40.3 Office and
Industrial/Commercial
Lease dated June 2005
by and between
Stafford Office Park
District as Landlord
and Input/Output, Inc.
as Tenant, filed on
March 31, 2006 as
Exhibit 10.3 to the
Company's Annual
Report on Form 10-K
for the year ended

December 31, 2005,
and incorporated
herein by reference.

Input/Output, Inc.

Amended and Restated
1996 Non-Employee
Director Stock Option
Plan, filed on June 9,
1999 as Exhibit 4.3 to

***10.4 the Company's
Registration Statement
on Form S-8
(Registration No.
333-80299), and
incorporated herein by
reference.

Amendment No. 1 to
the Input/Output, Inc.
Amended and Restated
1996 Non-Employee
Director Stock Option
Plan dated September
13, 1999 filed on

***10.5 November 14, 1999 as
Exhibit 10.4 to the
Company's Quarterly
Report on Form 10-Q
for the fiscal quarter
ended August 31, 1999
and incorporated
herein by reference.

Input/Output, Inc.

Employee Stock
Purchase Plan, filed on
March 28, 1997 as
Exhibit 4.4 to the

***10.6 Company's
Registration Statement
on Form S-8
(Registration No.
333-24125), and
incorporated herein by
reference.

***10.7 Fifth Amended and
Restated - 2004
Long-Term Incentive
Plan, filed as Appendix
A to the definitive
proxy statement for the
2010 Annual Meeting
of Stockholders of

ION Geophysical Corporation, filed on April 21, 2010, and incorporated herein by reference.

10.8 Registration Rights Agreement dated as of November 16, 1998, by and among the Company and The Laitram Corporation, filed on March 12, 2004 as Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, and incorporated herein by reference.

***10.9 Input/Output, Inc. 1998 Restricted Stock Plan dated as of June 1, 1998, filed on June 9, 1999 as Exhibit 4.7 to the Company's Registration Statement on S-8 (Registration No. 333-80297), and incorporated herein by reference.

***10.10 Input/Output Inc. Non-qualified Deferred Compensation Plan, filed on April 1, 2002 as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2001, and incorporated herein by reference.

***10.11 Input/Output, Inc. 2000 Restricted Stock Plan, effective as of March 13, 2000, filed on August 17, 2000 as Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year

ended May 31, 2000,
and incorporated
herein by reference.
Input/Output, Inc.
2000 Long-Term
Incentive Plan, filed on
November 6, 2000 as
Exhibit 4.7 to the

***10.12 Company's
Registration Statement
on Form S-8
(Registration No.
333-49382), and
incorporated by
reference herein.

Employment
Agreement dated
effective as of March
31, 2003, by and
between the Company
and Robert P. Peebler,

***10.13 filed on March 31,
2003 as Exhibit 10.1 to
the Company's Current
Report on Form 8-K
and incorporated
herein by reference.
First Amendment to
Employment
Agreement dated
September 6, 2006,
between Input/Output,
Inc. and Robert P.

***10.14 Peebler, filed on
September 7, 2006, as
Exhibit 10.1 to the
Company's Current
Report on Form 8-K,
and incorporated
herein by reference.

***10.15 Second Amendment to
Employment
Agreement dated
February 16, 2007,
between Input/Output,
Inc. and Robert P.
Peebler, filed on
February 16, 2007 as
Exhibit 10.1 to the
Company's Current
Report on Form 8-K,

and incorporated
herein by reference.

6

Third
Amendment
to
Employment
Agreement
dated as of
August 20,
2007 between
Input/Output,
Inc. and
Robert P.

***10.16 Peebler, filed
on August 21,
2007 as
Exhibit 10.2
to the
Company's
Current
Report on
Form 8-K and
incorporated
herein by
reference.

Fourth
Amendment
to
Employment
Agreement,
dated as of
January 26,
2009,
between ION
Geophysical
Corporation
and Robert P.

***10.17 Peebler, filed
on January
29, 2009 as
Exhibit 10.1
to the
Company's
Current
Report on
Form 8-K and
incorporated
herein by
reference.

***10.18 Employment
Agreement
dated

effective as of
June 15,
2004, by and
between the
Company and
David L.
Roland, filed
on August 9,
2004 as
Exhibit 10.5
to the
Company's
Quarterly
Report on
Form 10-Q
for the
quarterly
period ended
June 30,
2004, and
incorporated
herein by
reference.

GX
Technology
Corporation
Employee
Stock Option
Plan, filed on
August 9,
2004 as
Exhibit 10.1
to the

***10.19 Company's
Quarterly
Report on
Form 10-Q
for the
quarterly
period ended
June 30,
2004, and
incorporated
herein by
reference.

10.20 Concept
Systems
Holdings
Limited Share
Acquisition
Agreement

dated
February 23,
2004, filed on
March 5,
2004 as
Exhibit 2.1 to
the Company's
Current
Report on
Form 8-K,
and
incorporated
herein by
reference.
Registration
Rights
Agreement by
and between
ION
Geophysical
Corporation
and 1236929
Alberta Ltd.

40.21

dated
September
18, 2008,
filed on
November 7,
2008 as
Exhibit 10.1
to the
Company's
Quarterly
Report on
Form 10-Q
and
incorporated
herein by
reference.

***10.22 Form of
Employment
Inducement
Stock Option
Agreement
for the
Input/Output,
Inc. - Concept
Systems
Employment
Inducement
Stock Option

Program,
filed on July
27, 2004 as
Exhibit 4.1 to
the Company's
Registration
Statement on
Form S-8
(Reg. No.
333-117716),
and
incorporated
herein by
reference.

Form of
Employee
Stock Option
Award
Agreement
for ARAM
Systems
Employee
Inducement
Stock Option
Program,
filed on

***10.23 November 14,
2008 as
Exhibit 4.4 to
the Company's
Registration
Statement on
Form S-8
(Registration
No.
333-155378)
and
incorporated
herein by
reference.

***10.24 Input/Output,
Inc. 2003
Stock Option
Plan, dated
March 27,
2003, filed as
Appendix B
of the
Company's
definitive
proxy

statement
filed with the
SEC on April
30, 2003, and
incorporated
herein by
reference.

Form of
Employment
Inducement
Stock Option
Agreement
for the
Input/Output,
Inc. - GX
Technology
Corporation
Employment
Inducement
Stock Option

***10.25 Program,
filed on April
4, 2005 as
Exhibit 4.1 to
the Company's
Registration
Statement on
Form S-8
(Reg. No.
333-123831),
and
incorporated
herein by
reference.

***10.26 ION Stock
Appreciation
Rights Plan
dated
November 17,
2008, filed as
Exhibit 10.47
to the
Company's
Annual
Report on
Form 10-K
for the year
ended
December 31,
2008, and
incorporated

herein by reference.
Canadian Master Loan and Security Agreement dated as of June 29, 2009 by and among ICON ION, LLC, as lender, ION Geophysical Corporation and ARAM Rentals Corporation, a Nova Scotia corporation, filed on August 6, 2009 as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009, and incorporated herein by reference.

~~10.27~~

~~10.28~~

Master Loan and Security Agreement (U.S.) dated as of June 29, 2009 by and among ICON ION, LLC, as lender, ION Geophysical Corporation and ARAM Seismic Rentals, Inc., a Texas

corporation,
filed on
August 6,
2009 as
Exhibit 10.4
to the
Company's
Quarterly
Report on
Form 10-Q
for the
quarterly
period ended
June 30,
2009, and
incorporated
herein by
reference.

Registration
Rights
Agreement
dated as of
October 23,
2009 by and
between ION
Geophysical
Corporation
and BGP Inc.,
China

10.29

National
Petroleum
Corporation
filed on
March 1,
2010 as
Exhibit 10.54
to the
Company's
Annual
Report on
Form 10-K
for the year
ended
December 31,
2009, and
incorporated
herein by
reference.

10.30

Stock
Purchase
Agreement

dated as of
March 19,
2010, by and
between ION
Geophysical
Corporation
and BGP Inc.,
China
National
Petroleum
Corporation,
filed on
March 31,
2010 as
Exhibit 10.1
to the
Company's
Current
Report on
Form 8-K,
and
incorporated
herein by
reference.
Investor
Rights
Agreement
dated as of
March 25,
2010, by and
between ION
Geophysical
Corporation
and BGP Inc.,
China
National
Petroleum
Corporation,
filed on
March 31,
2010 as
Exhibit 10.2
to the
Company's
Current
Report on
Form 8-K,
and
incorporated
herein by
reference.

10.31

- Share
Purchase
Agreement
dated as of
March 24,
2010, by and
among ION
Geophysical
Corporation,
INOVA
Geophysical
Equipment
Limited and
BGP Inc.,
China
- 40.32 National
Petroleum
Corporation,
filed on
March 31,
2010 as
Exhibit 10.3
to the
Company's
Current
Report on
Form 8-K,
and
incorporated
herein by
reference.
- 40.33 Joint Venture
Agreement
dated as of
March 24,
2010, by and
between ION
Geophysical
Corporation
and BGP Inc.,
China
National
Petroleum
Corporation,
filed on
March 31,
2010 as
Exhibit 10.4
to the
Company's
Current

Report on
Form 8-K,
and
incorporated
herein by
reference.
Fifth
Amendment
to
Employment
Agreement
dated June 1,
2010,
between ION
Geophysical
Corporation
and Robert P.
Peebler, filed
on June 1,
2010 as
Exhibit 10.1
to the
Company's
Current
Report on
Form 8-K,
and
incorporated
herein by
reference.

***10.34

Employment Agreement dated August 2, 2011, effective as of January 1, 2012, between ION Geophysical Corporation and R. Brian Hanson, filed on November 3,

***10.35 2011 as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, and incorporated herein by reference.

Employment Agreement dated effective as of November 28, 2011, between ION Geophysical Corporation and Gregory J.

***10.36 Heinlein, filed on December 1, 2011 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

***10.37 First Amendment to Credit Agreement and Loan

Documents dated May 29, 2012, filed on May 29, 2012 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

Consulting Services Agreement dated January 1, 2013, between ION Geophysical Corporation and The Peebler Group

***10.38 LLC, filed on January 4, 2013 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

**10.39 Amended and Restated 2013 Long-Term Incentive Plan.

10.40 Purchase Agreement, dated May 8, 2013, among ION Geophysical Corporation, the subsidiary guarantors named therein and Citigroup Global Markets Inc. and Wells

Fargo
Securities, LLC,
as
representatives
of the initial
purchasers
named therein,
filed on May
13, 2013 as
Exhibit 10.1 to
the Company's
Current Report
on Form 8-K
and
incorporated
herein by
reference
10.41 Second Lien
Intercreditor
Agreement by
and among
China
Merchants Bank
Co., Ltd., New
York Branch, as
administrative
agent, first lien
representative
for the first lien
secured parties
and collateral
agent for the
first lien
secured parties,
Wilmington
Trust Company,
National
Association, as
trustee and
second lien
representative
for the second
lien secured
parties, and
U.S. Bank
National
Association, as
collateral agent
for the second
lien secured
parties, and

acknowledged
and agreed to
by ION
Geophysical
Corporation and
the other
grantors named
therein, filed on
May 13, 2013
as Exhibit 10.2
to the
Company's
Current Report
on Form 8-K
and
incorporated
herein by
reference

10.42 Revolving
Credit and
Security
Agreement
dated as of
August 22,
2014 among
PNC Bank,
National
Association, as
agent for
lenders, the
lenders from
time to time
party thereto, as
lenders, and
PNC Capital
Markets LLC,
as lead arranger
and bookrunner,
with ION
Geophysical
Corporation,
ION
Exploration
Products
(U.S.A.), Inc.,
I/O Marine
Systems, Inc.
and GX
Technology
Corporation, as
borrowers, filed

on November 6, 2014 as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, and incorporated herein by reference.

Transition and Separation Agreement dated effective as of October

***10.43 30, 2014, by and between ION Geophysical Corporation and Gregory J. Heinlein. Employment Agreement dated effective as of November

***10.44 13, 2014, between ION Geophysical Corporation and Steve Bate.

***10.45 Form of Rights Agreement dated March 1, 2015 issued under the ION Stock Appreciation Rights Plan dated November 17, 2008, filed on May 7, 2015 as Exhibit 10.1 to the Company's Quarterly Report on Form

10-Q for the quarterly period ended March 31, 2015, and incorporated herein by reference.

First Amendment to Revolving Credit and Security Agreement dated as of August 4, 2015 among PNC Bank, National Association, as lender and agent, the lenders from time to time party thereto, as lenders, with ION

10.46

Geophysical Corporation, ION Exploration Products (U.S.A.), Inc., I/O Marine Systems, Inc. and GX Technology Corporation, as borrowers, filed on August 6, 2015 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

21.1

Subsidiaries of the Company.

**23.1

Consent of Grant Thornton

LLP.
*23.2 Consent of Ernst & Young LLP.
†23.3 Consent of Grant Thornton LLP.
*24.1 The Power of Attorney is set forth on the signature page hereof.
†31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a).
†31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a).
†32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. §1350.
†32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. §1350.
†99.1 INOVA Geophysical Equipment Limited Financial Statements for the periods ended December 31, 2015 (Unaudited), 2014 (Audited) and 2013 (Unaudited).

***101

The following materials are formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at December 31, 2015 and 2014, (ii) Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013, (iii) Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 and 2013, (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013, (v) Consolidated Statements of Stockholders' Equity for the years ended December 31, 2015, 2014 and 2013, (vi) Footnotes to Consolidated Financial Statements and (vii) Schedule II - Valuation and Qualifying Accounts.

- * Filed with ION Geophysical Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on February 11, 2016.
- ** Filed with Amendment No.1 to ION Geophysical Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on February 12, 2016.
- *** Management contract or compensatory plan or arrangement.
- † Filed herewith.

All of the interactive files have been previously furnished with ION Geophysical Corporation's Annual Report on ****Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on February 11, 2016.

- (b) Exhibits required by Item 601 of Regulation S-K.

Reference is made to subparagraph (a) (3) of this Item 15, which is incorporated herein by reference.

- (c) Financial statement schedules.

The financial statements of INOVA Geophysical Equipment Limited referred to in subparagraph (a) (2) of this Item 15, are being filed herewith as financial statement schedules to this Amendment No. 2 to Annual Report on Form 10-K/A, in accordance with Rule 3-09 of Regulation S-X.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on June 27, 2016.

ION GEOPHYSICAL CORPORATION

By /s/ R. Brian Hanson

R. Brian Hanson

President and Chief Executive Officer

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K/A has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Capacities	Date
/s/ R. Brian Hanson	President, Chief Executive Officer and Director (Principal Executive Officer)	June 27, 2016
R. Brian Hanson		
* Steven A. Bate	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 27, 2016
* Scott Schwausch	Vice President and Corporate Controller (Principal Accounting Officer)	June 27, 2016
* James M. Lapeyre, Jr.	Chairman of the Board of Directors and Director	June 27, 2016
* David H. Barr	Director	June 27, 2016
* Hao Huimin	Director	June 27, 2016
* Michael C. Jennings	Director	June 27, 2016
* Franklin Myers	Director	June 27, 2016
* S. James Nelson, Jr.	Director	June 27, 2016
* John N. Seitz	Director	June 27, 2016
*By: /s/ R. Brian Hanson		
R. Brian Hanson		
Attorney-in-fact		

EXHIBIT INDEX

Restated Certificate of Incorporation dated September 24, 2007 filed on September 24, 2007 as Exhibit 3.4 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Amendment to the Restated Certificate of Incorporation of ION Geophysical Corporation dated February 2, 2016.

Certificate of Amendment to the Restated Certificate of Incorporation of ION Geophysical Corporation dated February 4, 2016.

Amended and Restated Bylaws of ION Geophysical Corporation filed on September 24, 2007 as Exhibit 3.5 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Ownership and Merger merging ION Geophysical Corporation with and into Input/Output, Inc. dated September 21, 2007, filed on September 24, 2007 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Rights and Designations of Series D-1 Cumulative Convertible Preferred Stock, dated February 16, 2005 and filed on February 17, 2005 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Elimination of Series B Preferred Stock dated September 24, 2007, filed on September 24, 2007 as Exhibit 3.2 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Elimination of Series C Preferred Stock dated September 24, 2007, filed on September 24, 2007 as Exhibit 3.3 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Designation of Series D-2 Cumulative Convertible Preferred Stock dated December 6, 2007, filed on December 6, 2007 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Designations of Series A Junior Participating Preferred Stock of ION Geophysical Corporation effective as of December 31, 2008, filed on January 5, 2009 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Elimination of Series A Junior Participating Preferred Stock dated February 10, 2012, filed on February 13, 2012 as Exhibit 3.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

Indenture, dated May 13, 2013, among ION Geophysical Corporation, the subsidiary guarantors named therein, Wilmington Trust, National Association, as trustee, and U.S. Bank National Association, as collateral agent, filed on May 13, 2013 as Exhibit 4.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Registration Rights Agreement, dated May 13, 2013, among ION Geophysical Corporation, the subsidiary guarantors named therein and Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the initial purchasers named therein, filed on May 13, 2013 as Exhibit 4.2 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Elimination of Series D-1 Cumulative Convertible Preferred Stock dated September 30, 2013, filed on September 30, 2013 as Exhibit 3.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Certificate of Elimination of Series D-2 Cumulative Convertible Preferred Stock dated September 30, 2013, filed on September 30, 2013 as Exhibit 3.2 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Amended and Restated 1990 Stock Option Plan, filed on June 9, 1999 as Exhibit 4.2 to the Company's Registration Statement on Form S-8 (Registration No. 333-80299), and incorporated herein by reference.

Office and Industrial/Commercial Lease dated June 2005 by and between Stafford Office Park II, LP as Landlord and Input/Output, Inc. as Tenant, filed on March 31, 2006 as Exhibit 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005, and incorporated herein by reference.

Office and Industrial/Commercial Lease dated June 2005 by and between Stafford Office Park District as Landlord and Input/Output, Inc. as Tenant, filed on March 31, 2006 as Exhibit 10.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005, and incorporated herein by reference.

Input/Output, Inc. Amended and Restated 1996 Non-Employee Director Stock Option Plan, filed on June 9, 1999 as Exhibit 4.3 to the Company's Registration Statement on Form S-8 (Registration No. 333-80299), and incorporated

herein by reference.

Amendment No. 1 to the Input/Output, Inc. Amended and Restated 1996 Non-Employee Director Stock Option Plan dated September 13, 1999 filed on November 14, 1999 as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 1999 and incorporated herein by reference.

Input/Output, Inc. Employee Stock Purchase Plan, filed on March 28, 1997 as Exhibit 4.4 to the Company's Registration Statement on Form S-8 (Registration No. 333-24125), and incorporated herein by reference.

Fifth Amended and Restated - 2004 Long-Term Incentive Plan, filed as Appendix A to the definitive proxy statement for the 2010 Annual Meeting of Stockholders of ION Geophysical Corporation, filed on April 21, 2010, and incorporated herein by reference.

Registration Rights Agreement dated as of November 16, 1998, by and among the Company and The Laitram Corporation, filed on March 12, 2004 as Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, and incorporated herein by reference.

Input/Output, Inc. 1998 Restricted Stock Plan dated as of June 1, 1998, filed on June 9, 1999 as Exhibit 4.7 to the Company's Registration Statement on S-8 (Registration No. 333-80297), and incorporated herein by reference.

Input/Output Inc. Non-qualified Deferred Compensation Plan, filed on April 1, 2002 as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2001, and incorporated herein by reference.

Input/Output, Inc. 2000 Restricted Stock Plan, effective as of March 13, 2000, filed on August 17, 2000 as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2000, and incorporated herein by reference.

Input/Output, Inc. 2000 Long-Term Incentive Plan, filed on November 6, 2000 as Exhibit 4.7 to the Company's Registration Statement on Form S-8 (Registration No. 333-49382), and incorporated by reference herein.

Employment Agreement dated effective as of March 31, 2003, by and between the Company and Robert P. Peebler, filed on March 31, 2003 as Exhibit 10.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

First Amendment to Employment Agreement dated September 6, 2006, between Input/Output, Inc. and Robert P. Peebler, filed on September 7, 2006, as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

Second Amendment to Employment Agreement dated February 16, 2007, between Input/Output, Inc. and Robert P. Peebler, filed on February 16, 2007 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

Third Amendment to Employment Agreement dated as of August 20, 2007 between Input/Output, Inc. and Robert P. Peebler, filed on August 21, 2007 as Exhibit 10.2 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Fourth Amendment to Employment Agreement, dated as of January 26, 2009, between ION Geophysical Corporation and Robert P. Peebler, filed on January 29, 2009 as Exhibit 10.1 to the Company's Current Report on Form 8-K and incorporated herein by reference.

Employment Agreement dated effective as of June 15, 2004, by and between the Company and David L. Roland, filed on August 9, 2004 as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, and incorporated herein by reference.

GX Technology Corporation Employee Stock Option Plan, filed on August 9, 2004 as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, and incorporated herein by reference.

Concept Systems Holdings Limited Share Acquisition Agreement dated February 23, 2004, filed on March 5, 2004 as Exhibit 2.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

Registration Rights Agreement by and between ION Geophysical Corporation and 1236929 Alberta Ltd. dated September 18, 2008, filed on November 7, 2008 as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q and incorporated herein by reference.

Form of Employment Inducement Stock Option Agreement for the Input/Output, Inc. - Concept Systems Employment Inducement Stock Option Program, filed on July 27, 2004 as Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Reg. No. 333-117716), and incorporated herein by reference.

***10.23

Form of Employee Stock Option Award Agreement for ARAM Systems Employee Inducement Stock Option Program, filed on November 14, 2008 as Exhibit 4.4 to the Company's Registration Statement on Form S-8 (Registration No. 333-155378) and incorporated herein by reference.

~~***10.24~~
Input/Output, Inc. 2003 Stock Option Plan, dated March 27, 2003, filed as Appendix B of the Company's definitive proxy statement filed with the SEC on April 30, 2003, and incorporated herein by reference.

~~***10.25~~
Form of Employment Inducement Stock Option Agreement for the Input/Output, Inc. - GX Technology Corporation Employment Inducement Stock Option Program, filed on April 4, 2005 as Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Reg. No. 333-123831), and incorporated herein by reference.

~~***10.26~~
ION Stock Appreciation Rights Plan dated November 17, 2008, filed as Exhibit 10.47 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, and incorporated herein by reference.

~~10.27~~
Canadian Master Loan and Security Agreement dated as of June 29, 2009 by and among ICON ION, LLC, as lender, ION Geophysical Corporation and ARAM Rentals Corporation, a Nova Scotia corporation, filed on August 6, 2009 as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009, and incorporated herein by reference.

~~10.28~~
Master Loan and Security Agreement (U.S.) dated as of June 29, 2009 by and among ICON ION, LLC, as lender, ION Geophysical Corporation and ARAM Seismic Rentals, Inc., a Texas corporation, filed on August 6, 2009 as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009, and incorporated herein by reference.

~~10.29~~
Registration Rights Agreement dated as of October 23, 2009 by and between ION Geophysical Corporation and BGP China National Petroleum Corporation filed on March 1, 2010 as Exhibit 10.54 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, and incorporated herein by reference.

~~10.30~~
Stock Purchase Agreement dated as of March 19, 2010, by and between ION Geophysical Corporation and BGP Inc., China National Petroleum Corporation, filed on March 31, 2010 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.31~~
Investor Rights Agreement dated as of March 25, 2010, by and between ION Geophysical Corporation and BGP Inc., China National Petroleum Corporation, filed on March 31, 2010 as Exhibit 10.2 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.32~~
Share Purchase Agreement dated as of March 24, 2010, by and among ION Geophysical Corporation, INOVA Geophysical Equipment Limited and BGP Inc., China National Petroleum Corporation, filed on March 31, 2010 as Exhibit 10.3 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.33~~
Joint Venture Agreement dated as of March 24, 2010, by and between ION Geophysical Corporation and BGP Inc., China National Petroleum Corporation, filed on March 31, 2010 as Exhibit 10.4 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.34~~
Fifth Amendment to Employment Agreement dated June 1, 2010, between ION Geophysical Corporation and Robert P. Probst, filed on June 1, 2010 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.35~~
Employment Agreement dated August 2, 2011, effective as of January 1, 2012, between ION Geophysical Corporation and R. Brian Hanson, filed on November 3, 2011 as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, and incorporated herein by reference.

~~10.36~~
Employment Agreement dated effective as of November 28, 2011, between ION Geophysical Corporation and Greg J. Heinlein, filed on December 1, 2011 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.37~~
First Amendment to Credit Agreement and Loan Documents dated May 29, 2012, filed on May 29, 2012 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.38~~
Consulting Services Agreement dated January 1, 2013, between ION Geophysical Corporation and The Petroleum Group LLC, filed on January 4, 2013 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

~~10.39~~
Amended and Restated 2013 Long-Term Incentive Plan.

~~10.40~~
Purchase Agreement, dated May 8, 2013, among ION Geophysical Corporation, the subsidiary guarantors named therein and Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the initial purchasers named therein, filed on May 13, 2013 as Exhibit 10.1 to the Company's Current Report on Form 8-K and incorporated herein by reference

10.41

Second Lien Intercreditor Agreement by and among China Merchants Bank Co., Ltd., New York Branch, as administrative agent, first lien representative for the first lien secured parties and collateral agent for the first lien secured parties, Wilmington Trust Company, National Association, as trustee and second lien representative for the second lien secured parties, and U.S. Bank National Association, as collateral agent for the second lien secured parties, and acknowledged and agreed to by ION Geophysical Corporation and the other grantors named therein, filed on May 13, 2013 as Exhibit 10.2 to the Company's Current Report on Form 8-K and incorporated herein by reference

Revolving Credit and Security Agreement dated as of August 22, 2014 among PNC Bank, National Association, as agent for lenders, the lenders from time to time party thereto, as lenders, and PNC Capital Markets LLC, as lead arranger and bookrunner, with ION Geophysical Corporation, ION Exploration Products (U.S.A.), Inc., I/O Marine Systems, Inc. and GX Technology Corporation, as borrowers, filed on November 6, 2014 as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, and incorporated herein by reference.

Transition and Separation Agreement dated effective as of October 30, 2014, by and between ION Geophysical Corporation and Gregory J. Heinlein.

Employment Agreement dated effective as of November 13, 2014, between ION Geophysical Corporation and Steve Bate.

Form of Rights Agreement dated March 1, 2015 issued under the ION Stock Appreciation Rights Plan dated November 17, 2008, filed on May 7, 2015 as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015, and incorporated herein by reference.

First Amendment to Revolving Credit and Security Agreement dated as of August 4, 2015 among PNC Bank, National Association, as lender and agent, the lenders from time to time party thereto, as lenders, with ION Geophysical Corporation, ION Exploration Products (U.S.A.), Inc., I/O Marine Systems, Inc. and GX Technology Corporation, as borrowers, filed on August 6, 2015 as Exhibit 10.1 to the Company's Current Report on Form 8-K, and incorporated herein by reference.

Subsidiaries of the Company.

Consent of Grant Thornton LLP.

Consent of Ernst & Young LLP.

Consent of Grant Thornton LLP.

The Power of Attorney is set forth on the signature page hereof.

Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a).

Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a).

Certification of Chief Executive Officer Pursuant to 18 U.S.C. §1350.

Certification of Chief Financial Officer Pursuant to 18 U.S.C. §1350.

INOVA Geophysical Equipment Limited Financial Statements for the periods ended December 31, 2015 (Unaudited), 2014 (Audited) and 2013 (Unaudited).

The following materials are formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at December 31, 2015 and 2014, (ii) Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013, (iii) Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 and 2013, (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013, (v) Consolidated Statements of Stockholders' Equity for the years ended December 31, 2015, 2014 and 2013, (vi) Footnotes to Consolidated Financial Statements and (vii) Schedule II - Valuation and Qualifying Accounts.

* Filed with ION Geophysical Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on February 11, 2016.

** Filed with Amendment No.1 to ION Geophysical Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on February 12, 2016.

*** Management contract or compensatory plan or arrangement.

† Filed herewith.

All of the interactive files have been previously furnished with ION Geophysical Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on February 11, 2016.