

**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): **June 22, 2012**

TGC INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Texas
(State of incorporation)

001-32472
(Commission File No.)

74-2095844
(IRS Employer Identification No.)

101 E. Park Blvd., Suite 955
Plano, TX 75074
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 881-1099**

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 (see General Instruction A.2. below):

- 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))

Item 2.02. Results of Operations and Financial Condition.

TGC Industries, Inc. ("TGC") expects to make presentations concerning its business to potential investors on June 26, 2012. The materials to be utilized during the presentations (the "Materials") are furnished as Exhibit 99.1 hereto and incorporated herein by reference. The Materials include information regarding the quarter ended March 31, 2012.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), unless specifically identified therein as being incorporated therein by reference.

In the Materials, TGC has included as "non-GAAP financial measures," as defined in Item 10 of Regulation S-K of the Exchange Act, net income plus interest expense, income taxes, and depreciation and amortization expense ("EBITDA"). In the Materials, TGC has provided reconciliations of the non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with generally-accepted accounting principles ("GAAP") in the United States. In addition, in the Materials TGC has provided the reasons why TGC believes those non-GAAP financial measures provide useful information to the investors.

Item 7.01. Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 are the Materials to be used by TGC in making presentations concerning its business to potential investors.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" for the purposes of Section 18 of the Exchange Act and will not be incorporated by reference into any filing under the Securities Act unless specifically identified therein as being incorporated therein by reference.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits

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.

TGC INDUSTRIES, INC.

Date: June 22, 2012

By: /s/ Wayne A. Whitener
Wayne A. Whitener
President and CEO

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation Materials.

TGC Industries, Inc.

GHS 100 Energy Conference
San Francisco
June 2012



TGC Industries, Inc.

NASDAQ: TGE

SAFE HARBOR STATEMENT

In addition to historical information, this presentation contains forward-looking statements. These statements relate to future events or our future financial performance. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors. The following factors, among others, could cause our actual results and performance to differ materially from the results and performance projected in, or implied by, the forward-looking statements: our history of losses and possibility of further losses; the effect of poor operating results on our company; fluctuations in operating results from period to period; the effect of growth on our infrastructure, resources, and existing sales; our ability to expand our operations in both new and existing markets; dependence upon energy industry spending for seismic data acquisition services; the unpredictable nature of forecasting weather; the potential for contract delay or cancellation; the potential for fluctuations in oil and natural gas prices; the impact of litigation; our ability to raise capital and the availability of capital resources; our ability to fully utilize and retain executives; the impact of federal, state, or local government regulations; labor shortages or increases in labor costs; economic and political conditions generally; and the effect of competition in the seismic data acquisition industry.

We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in, or implied by, these forward-looking statements, even if new information becomes available in the future. Although the Company believes the expectations reflected in such forward looking statements are reasonable, it can give no assurance that such expectations will prove to be correct.

2

COMPANY OVERVIEW

- Leading provider of land seismic data acquisition services throughout the U.S. and Canada
- Acquires geophysical data using the latest in three-dimensional (3-D) survey techniques
 - Using both cable and wireless technology
- Eagle Canada
 - Has special expertise in acquiring data in technically complex, logistically difficult and environmentally sensitive areas; 3-D heliportable capabilities
 - Brings diversification into new markets, including oil sands and potash
- Current capacity: 16 seismic data acquisition crews
 - 9 ARAM systems, 7 Geospace wireless recording systems
 - Total channel count approximately 112,000 (ARAM, Geospace)
- Experienced management team
 - Wayne Whitener, President, CEO, Director 30+ years experience
 - Daniel Winn, Executive VP 25+ years experience
 - Robert Wood, President Eagle Canada 25+ years experience
 - James Brata, VP, CFO 25+ years experience

3

SEISMIC DATA ACQUISITION SERVICES

- Broad services for seismic data acquisition
- Seismic services tailored to customer requirements
- Vibroseis or shot-hole (dynamite) energy sources capability
- Acquisition under contract work only; no spec work



We are not involved in the processing and interpretation of data results.

4

SEISMIC DATA ACQUISITION PROCESS

- Bid submitted / Contract awarded
- Survey
 - TGC has 8 survey crews equipped with the latest Trimble GPS equipment
 - Survey crews deploy source and receiver points
 - Survey crews complete ground operations
- Seismic data acquisition (3-D), ARAM, Geospace
 - Seismic crews, consisting of 45 to 60 people, deploy geophysical equipment in field
 - Sound waves are generated by an energy source, either vibroseis or shot-hole
 - Reflected waves are received by geophones which are connected to "channels"
 - Channels amplify the analog signal, convert it to digital and transmit the data

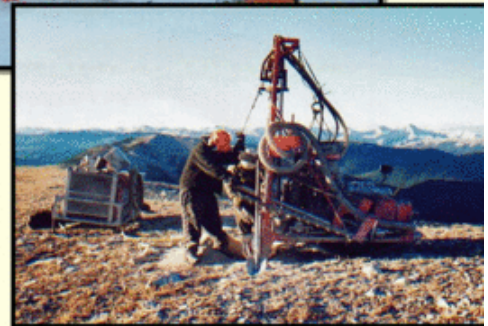


We maintain complete and continuous quality control systems on all our crews, improving productivity without compromising safety and quality standards.

5

CURRENT FIELD OPERATIONS

- 9 seismic crews in U.S. / 2 crews in Canada after Spring breakup (as of June 2012)
 - Experienced crews
 - Crew managers have at least 20 years experience
- 73 vibration vehicles
 - Equipped with advanced electronics
- 13 shot-hole drill rigs
 - Shot-hole assets replace third party contractors and reduce costs
- ARAM seismic recording systems
 - ARAM provides increased productivity in seismic data collection
- Geospace wireless recording systems
 - Can operate in areas where cable crews cannot
 - Can be used in areas requiring specialized applications



We help customers reduce finding costs and increase exploration and development productivity.

CUSTOMERS AND CONTRACTS

- Independent and major E&P companies
- Loyal customer base
 - In 2011, approximately 77% of revenue was derived from repeat customers
- 2011 contract mix
 - Turnkey 89%
- 2011 mix of contracts by energy source
 - Vibroseis – 87%
 - Shot-hole – 13%
- Backlog as of March 31, 2012, of approximately \$96 million

7

SEISMIC INDUSTRY FUNDAMENTALS

- Positive outlook for oil and liquids prices
- Approximately 71 land crews currently working in North America
- Trend toward larger and more complex seismic surveys requires higher density and higher channel count
- Improving North American market driven by increasing activity in shale plays and oil sands
- Growth in energy demand requires continued oil and gas exploration spending

Considerable market opportunity for seismic data acquisition services on land in North America

8

COMPETITIVE LANDSCAPE

- Primary peers / competitors include:
 - Dawson Geophysical / Geokinetics / CGGVeritas

- TGC's major competitive advantages:
 - Utilization of the most advanced equipment available
 - Ability to move channels from one crew to another as market demands
 - Low cost structure
 - Owner of the largest fleet of single-channel **Geospace** wireless data acquisition units in North America
 - Canadian operations strategically positioned within the seismic industry, enhancing growth prospects
 - Shot-hole assets and heliportable capabilities reduce third party costs

9

GROWTH STRATEGIES

- Utilization of the most advanced equipment
 - More channels required to meet customer demand for higher resolution, bigger jobs
 - New wireless systems to meet specific customer needs
- Continued investment in new equipment as demand dictates
 - \$104 million over the last 4 1/2 years
- Selectively evaluate new equipment purchases based upon expected market dynamics
- Shot-hole drilling equipment optimizes dynamite acquisition operations
- Heliportable capabilities used for technically and logistically challenging and environmentally sensitive areas
- Growth opportunities in new markets and geographic regions, including shale plays and oil sands
- Field offices strategically located in key customer centers
 - Houston / Midland / Oklahoma City / Calgary

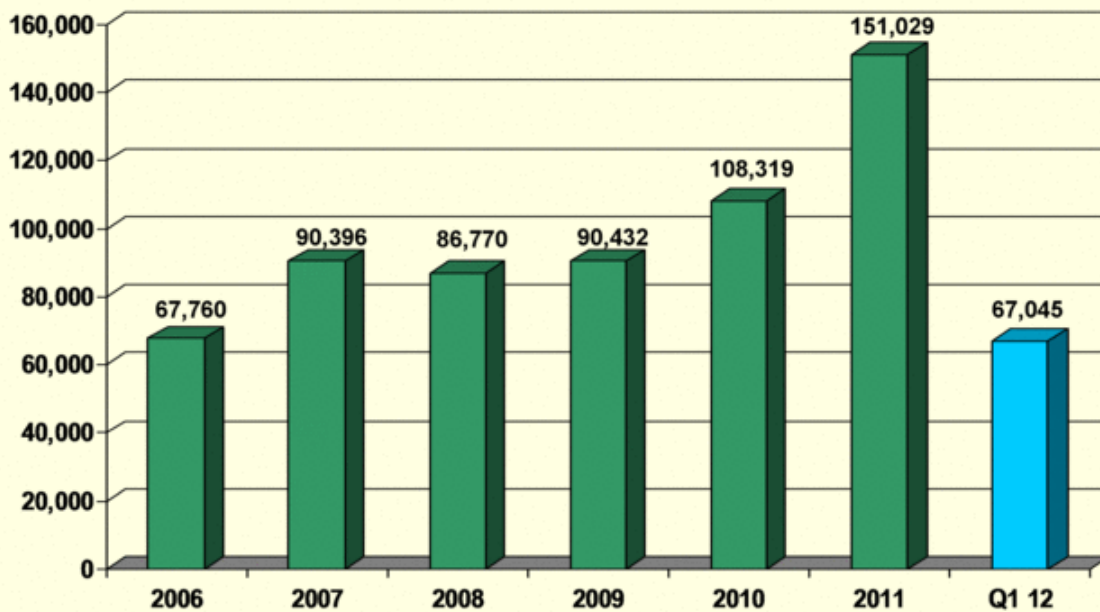
10



FINANCIALS

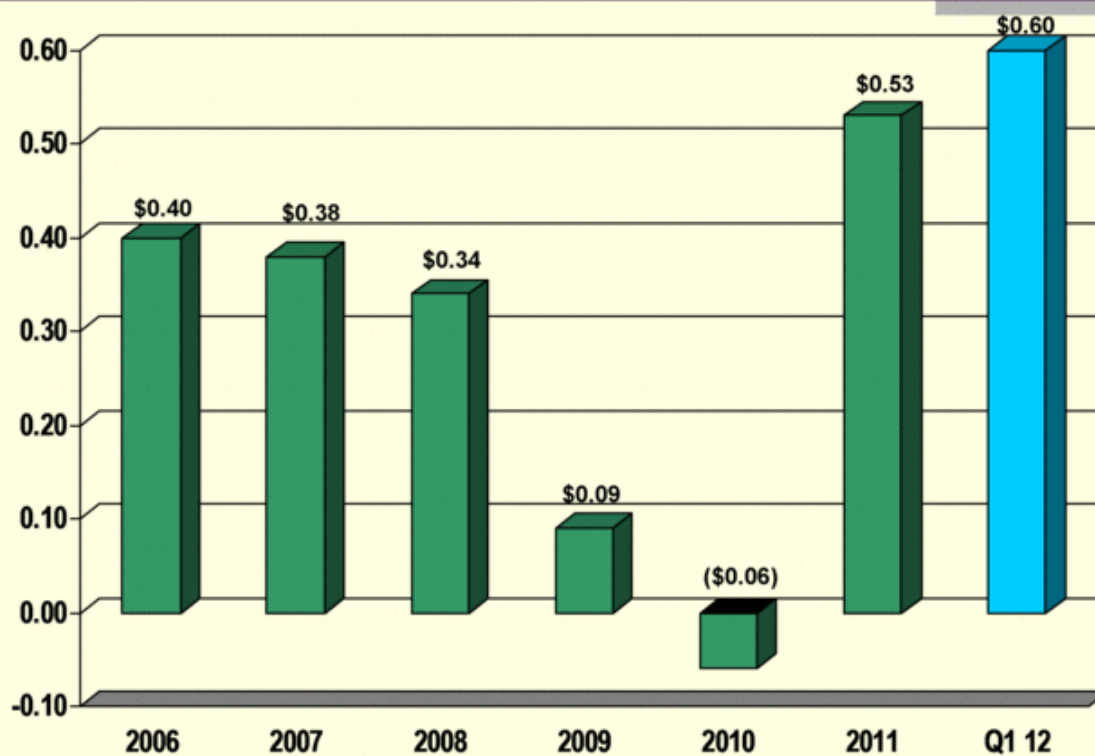
REVENUES

\$ In thousands



12

DILUTED EARNINGS PER SHARE

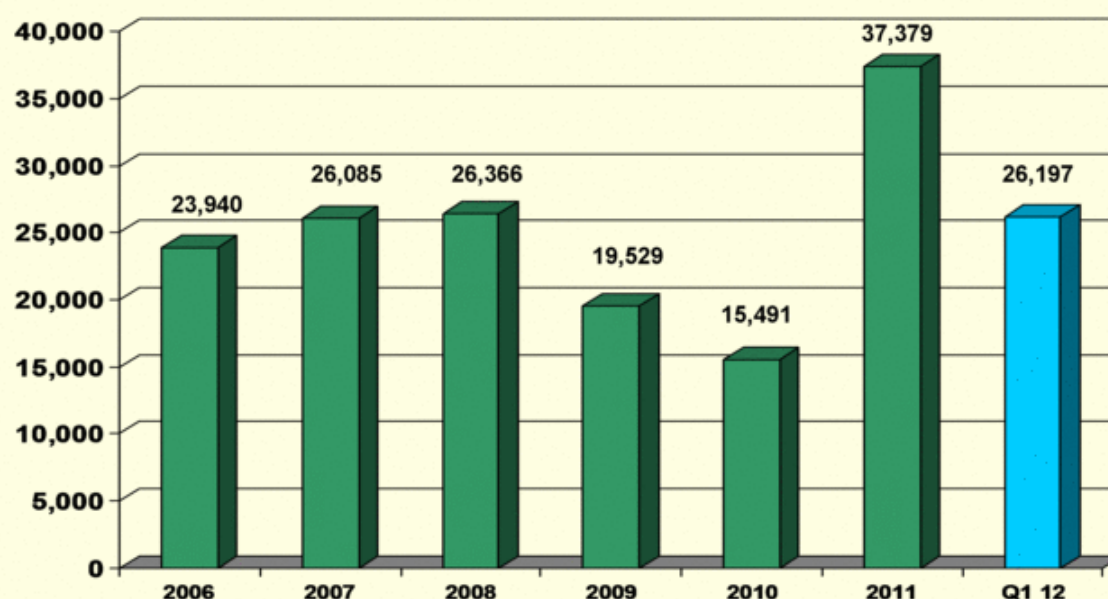


Per share amounts adjusted to reflect the 5% stock dividends paid in 2006, 2007, 2008, 2009, 2010, and 2012.

13

EBITDA

\$ In thousands



EBITDA is a non-GAAP financial measure. For a definition of EBITDA and a reconciliation of EBITDA to our net income (loss), see slide 19.

14

ANNUAL FINANCIAL HIGHLIGHTS

In thousands, except EPS and percentages

	2006	2007	2008	2009	2010	2011
Rev	\$67,760	\$90,396	\$86,770	\$90,432	\$108,319	\$151,029
D&A Exp	9,540	12,743	\$13,911	14,621	15,344	19,214
% of Rev	14.1%	14.1%	16.0%	16.2%	14.2%	12.7%
Inc ops.	14,400	13,342	\$12,455	4,908	148	18,165
Dil. EPS ¹	\$0.40	\$0.38	\$0.34	\$0.09	(\$0.06)	\$0.53
EBITDA ²	23,940	26,085	26,366	19,529	15,491	37,379

¹ Per share amounts adjusted to reflect the 5% stock dividends paid in 2006, 2007, 2008, 2009, 2010, and 2012.

² EBITDA is a non-GAAP financial measure. For a definition of EBITDA and a reconciliation of EBITDA to our net income (loss), see slide 19.

15

FIRST QUARTER 2012 HIGHLIGHTS

In thousands, except EPS and percentages

	<u>Q1 12</u>	<u>Q1 11</u>
Revenues	\$67,045	50,247
D&A Expense	5,723	4,463
% of Rev	8.5%	8.9%
Income from Ops.	20,475	9,014
Net Income	12,384	5,764
Diluted EPS	\$0.60	\$0.28
EBITDA	26,197	13,477
EBITDA Margin	39.1%	26.8%

EBITDA is a non-GAAP financial measure. For a definition of EBITDA and a reconciliation of EBITDA to our net income (loss), see slide 19.

STRONG CAPITALIZATION

\$ In thousands

	<u>3/31/12</u>	<u>12/31/11</u>
Cash, cash equivalents, and short-term investments	10,662	15,746
Short term debt	8,566	7,139
Long-term debt	11,782	6,956
Shareholders equity	76,852	63,720
Total liabilities and equity	140,396	99,881

17

INVESTMENT CONSIDERATIONS

- Leading provider of land seismic data acquisition services throughout the U. S. and Canada
- Flexibility to respond quickly to changes in demand
- Skilled and experienced seismic data acquisition crews
- Optimization of equipment and crews / Utilizing the most advanced equipment available
- Canadian operations enhance growth prospects
- Long-standing, loyal and diverse customer base
- Strong financial position
- Dedicated and experienced leadership team

18

EBITDA RECONCILIATION

The following table reconciles our EBITDA to our net income (loss).

\$ In thousands

	Twelve Months Ended						Three Months
	2006	2007	2008	2009	2010	2011	Ended 3/31/12 (unaudited)
Net income (loss)	\$ 8,112	\$ 7,607	\$ 6,898	\$ 1,879	\$ (1,223)	\$ 10,833	\$ 12,384
Depreciation and amortization	9,540	12,743	13,911	14,621	15,344	19,214	5,723
Interest expense	781	605	930	1,021	790	785	242
Income tax expense	5,507	5,130	4,627	2,008	580	6,547	7,848
EBITDA	\$ 23,940	\$ 26,085	\$ 26,366	\$ 19,529	\$ 15,491	\$ 37,379	\$ 26,197

EBITDA is a non-GAAP financial measure. We define EBITDA as net income plus interest expense, income taxes, and depreciation and amortization expense. We use EBITDA as a supplemental financial measure to assess: (i) the financial performance of our assets without regard to financing methods, capital structures, taxes, or historical cost basis; (ii) our liquidity and operating performance over time and in relation to other companies that own similar assets and that we believe calculate EBITDA in a manner similar to us; and (iii) the ability of our assets to generate cash sufficient for us to pay potential interest costs. We also understand that such data is used by investors to assess our performance. However, EBITDA is not a measure of operating income, operating performance, or liquidity presented in accordance with generally accepted accounting principles. When assessing our operating performance or our liquidity, investors should not consider this data in isolation or as a substitute for our net income, cash flow from operating activities, or other cash flow data calculated in accordance with generally accepted accounting principles. EBITDA excludes some, but not all, items that affect net income and operating income, and these measures may vary among other companies. Therefore, EBITDA as presented above may not be comparable to similarly titled measures of other companies. Further, the results presented by EBITDA cannot be achieved without incurring the costs that the measure excludes: interest expense, income taxes, and depreciation and amortization.

19

TGC Industries, Inc.



Thank you for your interest.

