

**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 23, 2014**

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 7.01. Regulation FD Disclosure.

TGC Industries, Inc. ("TGC") expects to make presentations concerning its business to potential investors on January 23, 2014. The materials to be utilized during the presentations (the "Materials") are furnished as Exhibit 99.1 hereto and incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01. Financial Statements and Exhibits.

- | | |
|-----|------------------------------|
| (d) | Exhibits |
| | 99.1 Presentation Materials. |

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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.

TGC INDUSTRIES, INC.

Date: January 23, 2014

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

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EXHIBIT INDEX

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

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TGC Industries, Inc.

**GHS Seismic Day
January 23, 2014**

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.

COMPANY OVERVIEW

- **Leading provider of onshore seismic data acquisition services in the U.S. and Canada**
- **Over 45 years of experience in seismic data acquisition**
- **Founded in 1967 - Public as TGC Industries since 1986**
- **Eagle Canada is a leading provider of seismic data acquisition services to the Canadian energy industry**
- **Experienced management team**

Wayne A. Whitener - President, CEO, Director, 30+ years experience:

Director of the Company since 1984; President since 1984; CEO since 1999; COO from 1986 to 1998. Director of Supreme Industries, Inc. since 2008 and Director of Chase Packaging Corp. since 2009.

Daniel G. Winn- Executive VP, 25+ years experience:

Executive VP of the Company since November 2009; formerly VP and Operations Manager. Previously, Operations Supervisor for Halliburton Geophysical.

Robert Wood – President Eagle Canada, 25+ years experience:

President of Eagle Canada for 28 years.

James Brata – VP, CFO, 25+ years experience:

Secretary and Treasurer of the Company since March 2009; CFO since October 2008. Previously, Assistant Corporate Controller for Sport Supply Group in 2007; President of South TX Outfitters from July 2002 to December 2006. Holds a B.S. degree in Accounting, a Master of Business Administration degree and is a Certified Public Accountant.

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COMPANY OVERVIEW

- **TGC acquires geophysical data using the most advanced three-dimensional (3-D) survey techniques – with both cable and wireless technologies**
- **Current capacity: 16 seismic data acquisition crews in U.S. and Canada**
 - 9 ARAM systems, 7 Geospace wireless recording systems
 - Total channel count approximately 135,000 (ARAM, Geospace)
- **Field offices strategically located in key customer centers**
 - Houston – Midland – Calgary
- **Repair and testing facility in Denison, TX**
- **Dedicated safety department with safety personnel at each work location**

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SEISMIC DATA ACQUISITION

TGC offers a full range of seismic data acquisition services

- **Permitting**
 - Acquire land permits for clients
- **Surveying**
 - Eight survey crews equipped with the latest Trimble GPS receivers for accurate and dependable field operations
 - Survey crews deploy source and receiver points and complete ground operations
 - We utilize the latest mapping software
- **Vibroseis Projects**
 - Complete array of vibroseis vehicles
 - 73 vibration vehicles, from large all terrain buggies to urban-friendly Enviro-Vibe mini-buggies
 - Equipped with advanced electronics
- **Drilling For Shot-Hole Work**
 - TGC has its own fleet of rugged, all-terrain shot-hole drill rigs
 - Saves on third party costs, improves crew availability, equipment quality, crew expertise and productivity
 - All rigs staffed by Tidelands' employees, with experienced project management and support



We maintain continuous quality control systems on all of our crews, improving productivity while enhancing safety and quality standards.

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SEISMIC DATA ACQUISITION

- **Data Acquisition**
 - Experienced crews / Crew managers have at least 20 years experience
 - Seismic crews, comprised of 40 to 80 people, deploy geophysical equipment in field
 - Crews are deployed to diverse environments and terrains in locations throughout the U.S. and Canada
 - We own and operate both vibroseis and shot-hole energy sources
 - We own and operate wireless GSR and cabled Aram-Aries recording systems, each may be used as stand-alone systems or may be combined in the field



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

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RECORDING SYSTEMS

- **Aram-Aries Cable Telemetry System**
 - Specifically designed for mega-channel, high-definition 3D data acquisition
 - Suitable for traditional 2D acquisition
 - Adapts to multiple environments
 - Shot memory protection
 - Channels amplify the analog signal, convert it to digital and transmit the data via cables to a central location
 - Integrates with wireless GSR and GSX systems to enhance projects with special challenges
- **Geospace GSR, GSX (single and multicomponent) Wireless Recording System**
 - Single station cable-less telemetry recording systems, with data processed in a separate location
 - Can operate in areas where cable crews cannot
 - Ideal for use in urban areas where surface access is limited and in environmentally-sensitive regions
 - Consistently delivers high-quality data in most any terrain and environment
 - Compact, rugged design provides low visibility and environmentally friendly profile



We provide our clients the most modern technologies and the latest proven methods for gathering seismic data.

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CUSTOMERS AND CONTRACTS

- **Independent and major E&P companies, and multi-client data library firms**
- **Loyal client base**
 - Approximately 91% of revenue derived from repeat customers through the first 9 months of 2013
- **Contract mix (through the first 9 months of 2013)**
 - Turnkey 92%
- **Contract mix by energy source (through the first 9 months of 2013)**
 - Vibroseis – 82%
 - Shot-hole – 18%
- **Backlog as of October 28, 2013 approximately \$65 million**



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COMPETITIVE LANDSCAPE

- **Approximately 57 onshore crews currently working in the U.S. and Canada**
- **Primary peers / competitors include:**
 - Dawson Geophysical -- Global Geophysical
 - CGG -- Geokinetics
- **Steady outlook for oil and natural gas prices**
- **Demand for higher resolution images drives larger and more complex seismic surveys, requiring higher density and higher channel counts**
- **Increased use of wireless recording equipment**



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

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TGC'S MAJOR ADVANTAGES

- **TGC utilizes the most advanced equipment available**
 - TGC owns and operates one of the largest fleets of Geospace wireless data acquisition units in North America
 - TGC owns and operates one of the most modern fleets of vibroseis vehicles and shot-hole drilling rigs in the industry
- **Over 45 years of experience in seismic data acquisition**
- **Highly qualified and experienced management teams**
- **Eagle Canada is a premiere seismic operator in the Canadian market in seismic data and mining industries**
- **Low cost structure**
- **Shot-hole assets reduce third party costs and improve margins**



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GROWTH STRATEGIES

- **Investment in the latest technology**
 - More than \$100 million invested from 2010 to date
- **Growth in wireless data acquisition**
 - Over half of TGC's current channel capacity is wireless
 - Includes multi-component technology
- **Capability for higher channel counts required to meet customer demand for higher resolution, larger jobs**
- **Growth opportunities in new markets and geographic regions, including shale plays, oil sands and mining**
- **Selective evaluation of new equipment purchases based upon expected market dynamics and demand for services**



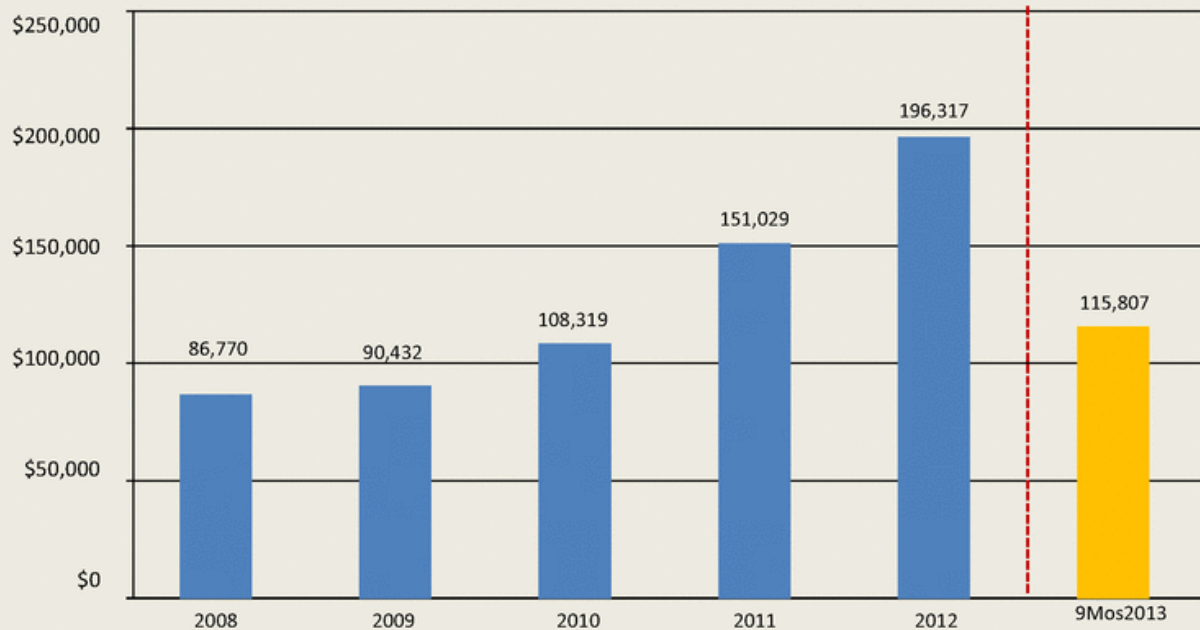
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FINANCIALS

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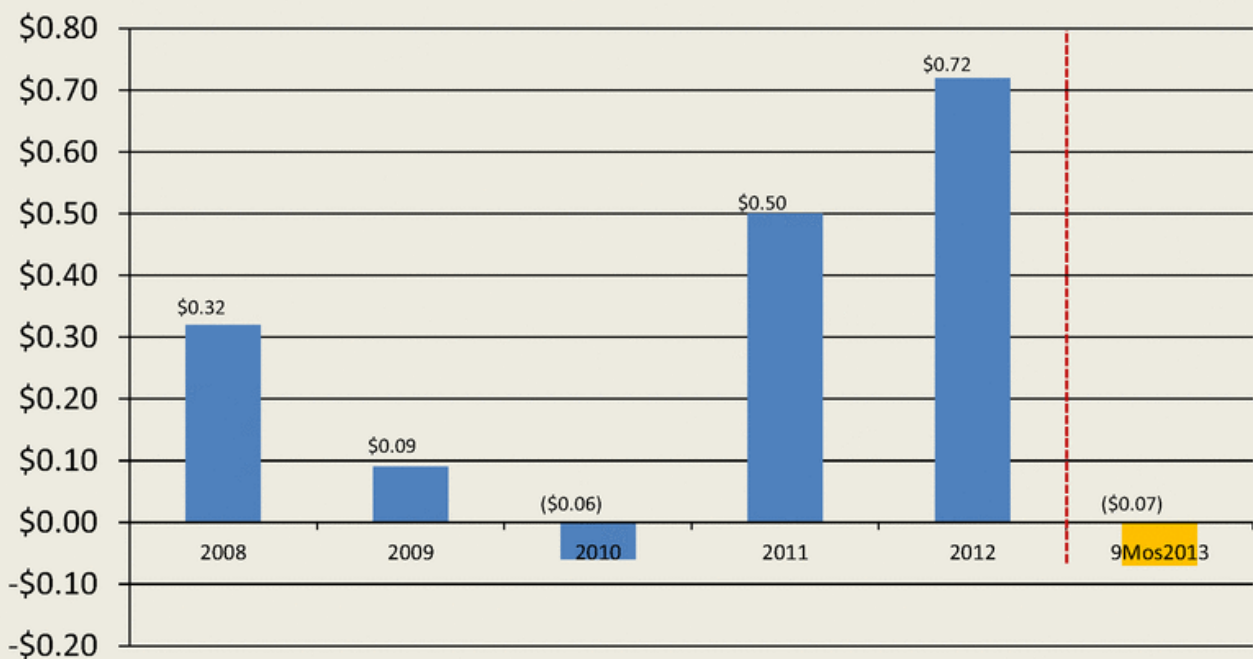
REVENUES

\$ in thousands



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DILUTED EARNINGS PER SHARE

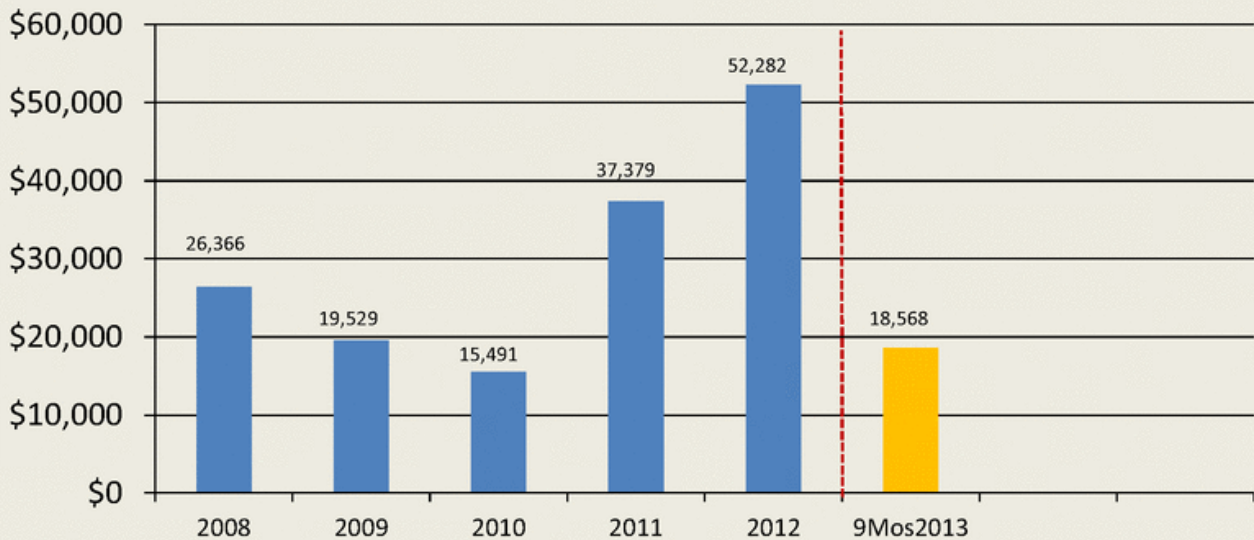


Per share amounts adjusted to reflect the 5% stock dividends paid in 2008, 2009, 2010, 2012 and 2013.

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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.

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FINANCIAL HIGHLIGHTS

\$ in thousands
except EPS and percentages

	2008	2009	2010	2011	2012	9Mos 2013
Revenues	86,770	90,432	108,319	151,029	196,317	115,807
D&A Expense	13,911	14,621	15,344	19,214	25,503	19,110
% of Revenue	16.0%	16.2%	14.2%	12.7%	13.0%	16.5%
Income (loss) from Ops	12,455	4,908	148	18,165	26,779	(542)
Diluted EPS	0.32	0.09	(0.06)	0.50	0.72	(0.07)
EBITDA	26,366	19,529	15,491	37,379	52,282	18,568
EBITDA Margin	30.4%	21.6%	14.3%	24.7%	26.6%	16.0%

Per share amounts adjusted to reflect the 5% stock dividends paid in 2008, 2009, 2010, 2012, and 2013.

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.

EBITDA Margin is computed by dividing EBITDA by revenues for the period.

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STRONG CAPITALIZATION

\$ in thousands

	9/30/13	12/31/12	12/31/11
Cash, cash equivalents	21,336	8,614	15,746
Short-term debt	11,617	12,576	7,139
Long-term debt	9,128	16,298	6,956
Shareholders' equity	75,500	77,986	63,720
Total assets	109,578	142,028	99,881

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INVESTMENT CONSIDERATIONS

- **Leading provider of onshore seismic data acquisition services in the U. S. and Canada**
- **Canadian operations enhance diversification and growth prospects**
- **Optimization of equipment and crews / utilizing the most advanced equipment available**
- **Approximately 135,000 recording channels, including 70,000 wireless**
- **Flexibility to respond quickly to changes in demand**
- **Long-standing, loyal and diverse customer base**
- **Low cost structure / strong financial position**
- **Over 45 years experience in the industry**
- **Experienced management team with over 100 years combined industry experience**

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EBITDA RECONCILIATION

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

	Twelve Months Ended December 31,					9 Mos Ended Sept. 30, 2013	9 Mos Ended Sept. 30, 2012
	2008	2009	2010	2011	2012		
Net Income (loss)	\$6,898,442	\$1,879,619	(\$1,222,682)	\$10,833,215	\$15,671,879	(\$1,604,244)	\$11,521,781
Depreciation	13,911,124	14,621,237	15,343,804	19,214,069	25,502,597	19,110,476	18,591,209
Interest Expense	929,656	1,020,681	790,417	784,425	1,222,454	903,667	873,004
Income Tax Expense	4,626,569	2,007,811	579,900	6,547,250	9,885,078	158,537	7,315,971
	_____	_____	_____	_____	_____	_____	_____
EBITDA	<u>\$26,365,791</u>	<u>\$19,529,348</u>	<u>\$15,491,439</u>	<u>\$37,378,959</u>	<u>\$52,282,008</u>	<u>\$18,568,436</u>	<u>\$38,301,965</u>

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.

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TGC Industries, Inc.

Thank you for your interest.

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