

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): **October 27, 2011**

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 1.02 Termination of a Material Definitive Agreement

See Item 8.01 "Other Events" regarding the termination of the Agreement and Plan of Merger (as defined below) on October 27, 2011.

Item 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting of shareholders of TGC Industries, Inc. ("TGC") was held on October 27, 2011 at which the following matters were submitted for a vote to TGC's shareholders:

(1) To approve the Agreement and Plan of Merger, dated March 20, 2011, by and among TGC, Dawson Geophysical Company ("Dawson") and 6446 Acquisition Corp., a direct wholly-owned subsidiary of Dawson, as amended (the "Agreement and Plan of Merger"), pursuant to which 6446 Acquisition Corp. would have merged with and into TGC with TGC surviving and becoming a direct wholly owned subsidiary of Dawson. This proposal required the approval of holders of at least 80% of the outstanding shares of common stock of TGC on August 29, 2011, the record date, and it did not receive the requisite vote based on the following vote:

Votes For	Votes Against	Abstentions	Broker Non-Votes
14,702,248	1,634,309	98,116	0

(2) To approve a non-binding advisory resolution on certain compensation to be paid by TGC to TGC's named executive officers upon consummation of the merger. This proposal was approved with the following vote:

Votes For	Votes Against	Abstentions	Broker Non-Votes
14,779,112	1,484,706	170,855	0

(3) To approve adjournments to the TGC special meeting, if necessary or appropriate, to permit the solicitation of additional proxies if there were not sufficient votes at the time of the special meeting to adopt Proposal 1. This proposal was approved with the following vote:

Votes For	Votes Against	Abstentions	Broker Non-Votes
14,752,506	1,670,135	12,032	0

Item 8.01. Other Events.

On October 28, 2011, TGC issued a press release announcing that the Agreement and Plan of Merger did not receive the necessary votes for approval and, that as a result thereof, TGC terminated the Agreement and Plan of Merger. The press release also announced that the volume weighted average price of Dawson common stock on the NASDAQ during the 10 consecutive trading days ended on October 25, 2011 was less than \$32.54, and TGC and Dawson were unable to come to a mutual agreement on a new exchange ratio.

A copy of the press release is included herein as Exhibit 99.1 and is incorporated by reference herein.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated October 28, 2011.

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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: November 2, 2011

By: /s/ Wayne A. Whitener
Wayne A. Whitener
President and CEO (Principal Executive Officer)

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated October 28, 2011.

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NEWS RELEASE

TGC Industries, Inc.
101 East Park Blvd., Suite 955
Plano, TX 75074

**TGC INDUSTRIES ANNOUNCES FAILURE
TO RECEIVE REQUISITE VOTE**

PLANO, Texas, October 28, 2011/PR Newswire/—TGC Industries, Inc. (TGC) (NASDAQ: TGE) announced the results of its shareholder meeting held in connection with the Agreement and Plan of Merger by and among TGC, Dawson Geophysical Company and 6446 Acquisition Corp. dated March 20, 2011 and the termination of the Merger Agreement.

At TGC's Special Meeting of Shareholders on October 27, 2011, TGC did not receive the necessary votes for the approval of the Merger Agreement. The approval of the Merger Agreement required the affirmative vote of at least 80% of the TGC outstanding common stock on August 29, 2011. As a result of the failure to receive the requisite shareholder vote, TGC terminated the Merger Agreement.

As previously announced, the volume weighted average price of Dawson common stock on the NASDAQ during the 10 consecutive trading days ended on October 25, 2011 was less than \$32.54. TGC and Dawson were unable to come to a mutual agreement on a new exchange ratio.

About TGC Industries

TGC Industries, Inc., based in Plano, Texas, is a provider of seismic data acquisition services with operations throughout the continental United States and Canada. TGC has branch offices in Houston, Midland, Oklahoma City and Calgary.

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TGC Industries, Inc.

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DRG&L

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