
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):
September 1, 2005

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.)

1304 Summit Ave., Ste 2
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))
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Item 8.01 Other Events.

On September 1, 2005, TGC Industries, Inc. (the "Company") issued a press release announcing the filing of a registration statement with the Securities and Exchange Commission related to a proposed public offering of the Company's common stock.

The press release issued by the Company is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits

Pursuant to General Instruction B.2 of Form 8-K, the following exhibit is furnished with this Form 8-K.

99.1 Press Release, dated September 1, 2005

2

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: September 1, 2005

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 1, 2005

**NEWS RELEASE**

CONTACTS: Wayne Whitener
Chief Executive Officer
TGC Industries
(972) 881-1099

Jack Lascar, Partner
Karen Roan, SVP

DRG&E (713) 529-6600

FOR IMMEDIATE RELEASE

**TGC Industries Files Registration Statement
for Proposed Common Stock Offering**

PLANO, TEXAS – SEPTEMBER 1, 2005 – TGC Industries, Inc. (AMEX: TGE) today announced that it has filed a registration statement with the Securities and Exchange Commission (SEC) for a proposed offering of 5.5 million shares of the Company's common stock.

The Company intends to use the net proceeds from the offering to repurchase stock purchase warrants exercisable into 3,516,645 shares of its common stock, to purchase an additional ARAM ARIES recording system and other peripheral seismic equipment and for working capital and general corporate purposes.

Oppenheimer & Co. Inc. is acting as book-running manager of the offering, and Sanders Morris Harris is acting as co-manager. A copy of the prospectus for this offering, when available, may be obtained from Oppenheimer & Co. Inc., 125 Broad Street, 16th Floor, New York, NY 10004, and from Sanders Morris Harris, 600 Travis St., Suite 3100, Houston, TX 77002.

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

TGC Industries, Inc., based in Plano, Texas, is one of the leading providers of seismic data acquisition services throughout the continental United States.

This press release includes "forward-looking statements" within the meaning of section 27A of the Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this press release regarding the Company are forward looking statements. There can be no assurance that this offering will actually be finalized or that the proceeds will be used in the manner indicated above.

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