
**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):
October 6, 2005 (October 6, 2005)

TGC INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Texas
(State of Incorporation)

001-32472
(Commission File Number)

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 7.01. Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 is the Press Release issued by TGC Industries, Inc. (the "Company") on October 6, 2005, announcing the pricing of the Company's public offering of 5.5 million shares of its common stock.

Pursuant to General Instruction B.2 of Form 8-K, the information in this Form 8-K, including the exhibit, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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Item 9.01 Financial Statements and Exhibits.

(d) 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 October 6, 2005.

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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: October 6, 2005

By: /s/ Kenneth W. Uselton
Kenneth W. Uselton
Secretary, Treasurer and Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 6, 2005.

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**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 ANNOUNCES PRICING OF
PUBLIC OFFERING OF COMMON STOCK**

PLANO, TEXAS — OCTOBER 6, 2005 — TGC Industries, Inc. (AMEX: TGE) today announced the pricing of its public offering of 5.5 million shares of its common stock at a price of \$7.50 per share. In connection with the offering, the Company has granted the underwriters a 30-day option to purchase up to 825,000 additional shares to cover over-allotments, if any.

The Company intends to use the net proceeds from the offering to repurchase from its directors 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, including nine additional vibration vehicles, and for working capital and general corporate purposes.

Oppenheimer & Co. Inc. is acting as lead underwriter and book-running manager for this offering, and Sanders Morris Harris Inc. is acting as co-manager. The offering is being made only by means of a prospectus, copies of which may be obtained by contacting Oppenheimer & Co. Inc., 125 Broad Street, 16th Floor, New York, NY 10004 (Telephone number: 212-668-8020); and from Sanders Morris Harris Inc., 527 Madison Avenue, New York, NY 10022 (Telephone number: 888-820-9253).

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 or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

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. These forward looking statements are based on our current expectations and projections about future events. 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 those expectations and projections will prove to be correct.

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