UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013.

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to .

Commission File Number 001-32472

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

Texas	**74-2095844**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
101 East Park Blvd., Suite 955, Plano, Texas	**75074**
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title of Each Class	Outstanding at August 1, 2013
Common Stock ($.01 Par Value)	21,849,974

PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

Reference is made to the succeeding pages for the following financial information:

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TGC INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS
June 30, 2013

	June 30, 2013 (Unaudited)	December 31, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 24,806,819	$ 8,614,244
Trade accounts receivable	14,812,840	35,640,758
Cost and estimated earnings in excess of billings on uncompleted contracts	1,025,784	6,263,943
Prepaid expenses and other	4,325,313	1,824,779
Total current assets	44,970,756	52,343,724
PROPERTY AND EQUIPMENT - at cost		
Machinery and equipment	186,932,139	190,943,331
Automobiles and trucks	14,947,148	15,265,627
Furniture and fixtures	488,067	488,779
Leasehold improvements	14,994	14,994
	202,382,348	206,712,731
Less accumulated depreciation and amortization	(128,160,720)	(117,326,964)
	74,221,628	89,385,767
Goodwill	201,530	201,530
Other assets	95,271	96,817
	296,801	298,347
Total assets	$ 119,489,185	$ 142,027,838

See Notes to Consolidated Financial Statements

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TGC INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS — CONTINUED
June 30, 2013

	June 30, 2013 (Unaudited)	December 31, 2012
LIABILITIES AND SHAREHOLDERS' EQUITY		
Trade accounts payable	$ 3,156,367	$ 13,680,538
Accrued liabilities	2,844,134	5,544,071
Billings in excess of costs and estimated earnings on uncompleted contracts	2,035,576	3,757,349
Federal and state income taxes payable	2,315,249	4,569,891
Current maturities of notes payable	11,707,143	10,615,279
Current portion of capital lease obligations	1,685,460	1,960,503
Total current liabilities	23,743,929	40,127,631
NOTES PAYABLE, less current maturities	10,086,494	14,412,598
CAPITAL LEASE OBLIGATIONS, less current portion	1,365,631	1,884,937
LONG-TERM DEFERRED TAX LIABILITY	5,755,431	7,617,111

SHAREHOLDERS' EQUITY		
Preferred stock, $1.00 par value; 4,000,000 shares authorized; issued - none	—	—
Common stock, $.01 par value; 35,000,000 and 25,000,000 shares authorized; 21,947,790 and 20,732,500 shares issued and outstanding in each period	219,478	207,325
Additional paid-in capital	30,799,678	29,573,986
Retained earnings	50,420,999	48,073,556
Treasury stock, at cost, 97,816 and 80,076 shares in each period	(874,973)	(691,009)
Accumulated other comprehensive income (loss) — foreign currency translation adjustments	(2,027,482)	821,703
	78,537,700	77,985,561
Total liabilities and shareholders' equity	$ 119,489,185	$ 142,027,838

See Notes to Consolidated Financial Statements

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TGC INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited)
June 30, 2013

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Revenue	$ 31,487,231	$ 30,383,957	$ 94,691,644	$ 97,429,365
Cost and expenses				
Cost of services	28,286,561	25,010,953	71,519,202	63,559,002
Selling, general and administrative	2,453,946	2,050,325	4,834,487	4,350,327
Depreciation and amortization expense	6,367,015	6,182,912	13,053,384	11,905,511
	37,107,522	33,244,190	89,407,073	79,814,840
Income (loss) from operations	**(5,620,291)**	**(2,860,233)**	**5,284,571**	**17,614,525**
Interest expense	308,452	280,293	628,158	522,638
Income (loss) before income taxes	**(5,928,743)**	**(3,140,526)**	**4,656,413**	**17,091,887**
Income tax expense (benefit)	(1,924,714)	(1,166,405)	2,308,970	6,681,748
NET INCOME (LOSS)	**$ (4,004,029)**	**$ (1,974,121)**	**$ 2,347,443**	**$ 10,410,139**
Earnings per common share:				
Basic	$ (0.18)	$ (0.09)	$ 0.11	$ 0.49
Diluted	$ (0.18)	$ (0.09)	$ 0.11	$ 0.48
Weighted average number of common shares outstanding:				
Basic	21,831,665	21,449,378	21,777,561	21,385,418
Diluted	21,831,665	21,449,378	22,119,673	21,818,493

See Notes to Consolidated Financial Statements

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TGC INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
June 30, 2013

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Net Income (Loss)	$ (4,004,029)	$ (1,974,121)	$ 2,347,443	$ 10,410,139

Other comprehensive income (loss):				
Foreign currency translation adjustments	(1,358,573)	(825,176)	(2,849,185)	(307,012)
Total other comprehensive income (loss), net of tax	$ (5,362,602)	$ (2,799,297)	$ (501,742)	$ 10,103,127

See Notes to Consolidated Financial Statements

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TGC INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
June 30, 2013

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 2,347,443	$ 10,410,139
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,053,384	11,905,511
Gain on disposal of property and equipment	(397,936)	(929,727)
Non-cash compensation	659,249	186,496
Deferred income taxes	(1,861,680)	(536,452)
Changes in operating assets and liabilities		
Trade accounts receivable	20,369,437	(5,198,515)
Cost and estimated earnings in excess of billings on uncompleted contracts	5,220,391	2,491,264
Prepaid expenses and other	526,865	900,449
Prepaid federal and state income tax	—	78,268
Other assets	(1,112)	(9,424)
Trade accounts payable	(10,462,324)	4,247,980
Accrued liabilities	(2,627,296)	(210,238)
Billings in excess of cost and estimated earnings on uncompleted contracts	(1,700,430)	8,230,444
Income taxes payable	(2,040,792)	2,858,858
NET CASH PROVIDED BY OPERATING ACTIVITIES	23,085,199	34,425,053
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(458,271)	(22,376,129)
Proceeds from sale of property and equipment	697,330	1,542,050
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	239,059	(20,834,079)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on notes payable	(6,293,682)	(4,543,954)
Principal payments on capital lease obligations	(1,109,478)	(899,358)
Proceeds from exercise of stock options	395,571	377,382
Payment of dividends	(939)	(1,150)
NET CASH USED IN FINANCING ACTIVITIES	(7,008,528)	(5,067,080)
NET INCREASE IN CASH AND CASH EQUIVALENTS	16,315,730	8,523,894
EFFECT OF EXCHANGE RATES ON CASH	(123,155)	(10,296)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	8,614,244	15,745,559
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 24,806,819	$ 24,259,157
Supplemental cash flow information		
Interest paid	$ 628,158	$ 522,638
Income taxes paid	$ 6,211,443	$ 4,281,074
Noncash investing and financing activities		
Capital lease obligations incurred	$ 368,396	$ 1,798,753
Financed equipment purchase	$ —	$ 15,201,800
Financed insurance premiums	$ 3,064,370	$ 2,882,751
Restricted stock awards to employees	$ 25,441	$ 46,020
Treasury shares issued for stock options exercised	$ 183,964	$ 433,615

See Notes to Consolidated Financial Statements

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NOTE A

BASIS OF PRESENTATION

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the financial information and footnotes required by generally accepted accounting principles for complete financial statements. References to "we," "us," "our," "its," "TGC" or the "Company" refer to TGC Industries, Inc. and our subsidiaries.

REVENUE RECOGNITION

Seismic Surveys

The Company provides seismic data acquisition survey services to its customers under general service agreements which define certain obligations for the Company and for its customers. We typically enter a supplemental agreement setting forth the terms of each project, which may be cancelled by either party upon 30 days' advance written notice. These supplemental agreements are either "turnkey" agreements providing for a fixed fee to be paid for each unit of seismic data acquired or "term" agreements providing for a fixed hourly, daily, or monthly fee during the term of the project. The duration of these projects varies from a few days to several months. The Company recognizes revenue when services are performed under both types of agreements. Services are defined as the commencement of data acquisition, which is the physical act of laying out seismic equipment or recording contractually determined data points. Under turnkey agreements, the total number of units of seismic data to be gathered is set forth in the agreement. TGC recognizes revenue on turnkey arrangements as services are performed on a per unit of seismic data acquired rate based on the number of data points per square mile obtained compared to the number of square miles set forth in the agreement. Eagle Canada, Inc., our wholly owned subsidiary ("Eagle Canada"), recognizes revenue on turnkey agreements as services are performed on a per unit of seismic data laid-out rate, which is standard industry practice in Canada, based on the number of receiver lines laid out as compared to the estimated total lines to be laid out for the project pursuant to the agreement. Under term agreements, revenue is recognized, by both TGC and Eagle Canada, as services are performed based on the time worked rate provided in the term agreement. Under both turnkey and term agreements, cost of earned revenue is recognized by multiplying total estimated agreement cost by the percentage-of-completion of the agreement. The excess of that amount over the cost of earned revenue reported in prior periods is recognized as cost of earned revenue for the period. Agreements are not segmented or combined for purposes of calculating percentage of completion. The asset "Cost and estimated earnings in excess of billings on uncompleted contracts" represents cost incurred on turnkey agreements in excess of billings on those agreements. The liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings on turnkey agreements in excess of cost on those agreements.

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RECENT ACCOUNTING PRONOUNCEMENTS

In July 2012, the FASB issued ASU No. 2012-02, *Intangibles-Goodwill and Other (Topic 350) — Testing Indefinite-Lived Intangible Assets for Impairment* ("ASU 2012-02"). This ASU provides entities with an option to first assess qualitative factors to determine whether events or circumstances indicate that it is more likely than not that the indefinite-lived intangible asset is impaired. If an entity concludes that it is more than 50% likely that an indefinite-lived intangible asset is not impaired, no further analysis is required. However, if an entity concludes otherwise, it would be required to determine the fair value of the indefinite-lived intangible asset to measure the amount of actual impairment, if any, as currently required under accounting principles generally accepted in the United States ("U.S. GAAP"). The ASU is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company adopted this update in the first quarter of 2013 and it did not have a significant effect on its consolidated financial statements and related disclosures.

In July 2013, the FASB issued ASU No. 2013-11, *Income Taxes (Topic 740) - Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.* This ASU clarifies the balance sheet presentation of an unrecognized tax benefit and was issued to resolve the diversity in practice that had developed in the absence any specific U.S. GAAP. ASU 2013-11 is applicable to all entities that have an unrecognized tax benefit due to a net operating loss carryforward, a similar tax loss, of a tax credit carryforward. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013, and does not create any new disclosure requirements. The Company will adopt ASU 2013-11 on January 1, 2014. The Company does not anticipate that the adoption of ASU 2013-11 will have a significant effect on its consolidated financial statements.

NOTE B — MANAGEMENT PRESENTATION

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position, results of operations, and changes in financial position have been included. The results of the interim periods are not necessarily indicative of results to be expected for the entire year. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted in this Form 10-Q report pursuant to certain rules and regulations of the Securities and Exchange Commission (the "SEC"). For further information, refer to the financial statements and the footnotes thereto included in the Company's Annual Report for the year ended December 31, 2012, filed on Form 10-K.

NOTE C — EARNINGS (LOSS) PER SHARE

Basic earnings per common share are based upon the weighted average number of shares of common stock (“common shares”) outstanding. Diluted earnings per share are based upon the weighted average number of common shares outstanding and, when dilutive, common shares issuable for stock options, warrants, and convertible securities. All earnings per common share for the three-month and six-month periods ended June 30, 2013 have been adjusted for the 5% stock dividend paid on May 14, 2013, to shareholders of record as of April 30, 2013.

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The following is a reconciliation of net income (loss) and weighted average common shares outstanding for purposes of calculating basic and diluted earnings per share:

	Three Months Ended June 30, (Unaudited)		Six Months Ended June 30, (Unaudited)	
	2013	2012	2013	2012
Basic:				
Numerator:				
Net income (loss)	$ (4,004,029)	$ (1,974,121)	$ 2,347,443	$ 10,410,139
Denominator:				
Basic - weighted average common shares outstanding	21,831,665	21,449,378	21,777,561	21,385,418
Basic EPS	$ (0.18)	$ (0.09)	$ 0.11	$ 0.49
Diluted:				
Numerator:				
Net income (loss)	$ (4,004,029)	$ (1,974,121)	$ 2,347,443	$ 10,410,139
Denominator:				
Weighted average common shares outstanding	21,831,665	21,449,378	21,777,561	21,385,418
Effect of Dilutive Securities:				
Stock options	—	—	342,112	433,075
	21,831,665	21,449,378	22,119,673	21,818,493
Diluted EPS	$ (0.18)	$ (0.09)	$ 0.11	$ 0.48

NOTE D — DIVIDENDS

On April 19, 2013, the Company declared a five percent (5%) stock dividend on its outstanding common shares. The 5% stock dividend was paid on May 14, 2013, to shareholders of record as of April 30, 2013. We paid our first cash dividend in December 2012 but may not pay cash dividends on our common stock in the foreseeable future. While there are currently no restrictions prohibiting us from paying dividends to our shareholders, it is at the discretion of the board of directors whether the Company pays any cash or stock dividends on our common stock in the foreseeable future and will depend on our financial condition, results of operations, capital and legal requirements, and other factors deemed relevant by our board of directors. We expect to retain any earnings to fund our future operations.

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NOTE E — INCOME TAXES

Deferred income taxes reflect the impact of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes. In addition, the Company paid, during the first six months of 2013, federal and various state estimated income taxes for tax year 2013, as well as various state income taxes for tax year 2012.

NOTE F — SHARE-BASED COMPENSATION

The Company accounts for share-based compensation awards and for unvested awards outstanding using the modified prospective application method. Accordingly, we recognized the fair value of the share-based compensation awards as wages in the Consolidated Statements of Earnings on a straight-line basis over the vesting period. We have recognized compensation expense, relative to share-based awards, in wages in the Consolidated Statements of Earnings of approximately $441,000 and $97,000, or approximately $0.01 per share and less than $0.01 per share, respectively, for the three months ended

June 30, 2013, and 2012, and approximately $659,000 and $186,000, or approximately $0.02 per share and $0.01 per share, for the six months ended June 30, 2013, and 2012, respectively.

As of June 30, 2013, there was approximately $605,000 of unrecognized compensation expense related to our two share-based compensation plans which the Company expects to recognize over a period of three years.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis should be read in conjunction with our financial statements and related notes thereto included elsewhere in this Form 10-Q.

Forward-Looking Statements

This report 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 report regarding the Company's strategies and plans for growth are forward-looking statements. These forward-looking statements are often characterized by the terms such as "may," "would," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target," and other words and terms of similar meanings and do not reflect historical facts. Although management believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from such expectations are disclosed in our Securities and Exchange Commission ("SEC") filings, and include, but are not limited to, the dependence upon energy industry spending for seismic 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 availability of capital resources, and the current economic climate which could adversely affect our revenues and cash flow if our customers, and/or potential customers, become unable to pay, or must delay payment of, amounts owing to us because such customers are not successful in generating revenues or are precluded from securing necessary financing. The forward-looking statements contained herein reflect the current views of management, and we assume no obligation to update the forward-looking statements or to update the reasons actual results could differ from those contemplated by such forward-looking statements except as required by law.

Executive Overview

TGC Industries, Inc. is a Texas corporation, and with its wholly-owned subsidiary, Eagle Canada, Inc., a Delaware corporation, (collectively "we," "us," "our," "its," "TGC" or the "Company"), is primarily engaged in the geophysical service business of conducting three-dimensional ("3-D") surveys for clients in the oil and natural gas business. TGC's principal business office is located at 101 E. Park Blvd., Suite 955, Plano, Texas 75074 (Telephone: 972-881-1099). TGC's internet address is www.tgcseismic.com. TGC makes available free of charge on its website its annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K as soon as reasonably practicable after filing with, or furnishing such information to, the SEC.

We are a leading provider of seismic data acquisition services throughout the continental United States and Canada. We supply seismic data to companies engaged in the domestic exploration and development of oil and natural gas on land and in land-to-water transition areas. Our customers rely on seismic data to identify areas where subsurface conditions are favorable for the accumulation of existing hydrocarbons, to optimize the development and production of hydrocarbon reservoirs, to better delineate existing oil and natural gas fields, and to augment reservoir management techniques. We began the second quarter of 2013 operating nine crews, and ended the quarter operating two crews in the U.S. In Canada, we began the second quarter of 2013 operating six crews and ended the quarter operating two crews We anticipate activating additional crews as conditions allow. Our second quarter tends to be the weakest quarter of the year, primarily because of the seasonal shutdown in Canada due to the spring thaw.

We acquire geophysical data using the latest in 3-D survey techniques. We introduce acoustic energy into the ground by using vibration equipment or dynamite detonation, depending on the surface terrain and subsurface requirements. The reflected energy, or echoes, is received through geophones, converted into a digital signal at a multi-channel recording unit, and then transmitted to a central recording vehicle. Subsurface requirements dictate the number of channels necessary to perform our services. With our state-of-the-art seismic equipment, including computer technology and multiple channels, we acquire, on a cost effective basis, immense volumes of seismic data that when processed and interpreted produce more precise images of the earth's subsurface. Our customers then use our seismic data to generate 3-D geologic models that help reduce finding costs and improve recovery rates from existing wells.

We provide our seismic data acquisition services primarily to major and independent onshore oil and natural gas exploration and development companies for use in the onshore drilling and production of oil and natural gas in the continental United States and Canada. The main factors influencing demand for seismic data acquisition services in our industry are the level of drilling activity by oil and natural gas companies and the sizes of such companies' exploration and development budgets, which, in turn, depend largely on current and anticipated future crude oil and natural gas prices and depletion rates.

The services we provide to our customers vary according to the size and needs of each customer. Our services are marketed by supervisory and executive personnel who contact customers to determine their needs and respond to customer inquiries regarding the availability of crews. Contacts are based principally upon professional relationships developed over a number of years. There are a number of consultants in the oil and natural gas industry who process and interpret seismic data for oil and natural gas companies. These consultants can have an influence in determining which company their customers use to acquire seismic data.

The acquisition of seismic data for the oil and natural gas industry is a highly competitive business. Contracts for such services generally are awarded on the basis of price quotations, crew experience, and the availability of crews to perform in a timely manner, although other factors such as crew safety performance history and technological and operational expertise are often determinative. Our competitors include companies with financial resources that are significantly greater than our own as well as companies of comparable and smaller size. Our primary competitors are Dawson Geophysical Company, Geokinetics Inc., and CGG-Veritas. Most of our competitors are publicly-traded companies with long operating histories which field numerous crews and work in a number of different regions and terrain. In addition to the previously named companies, we also compete for projects from time to time with smaller seismic companies which operate in local markets with only one or two crews and often specialize in specific regions or type of operations. We believe that our long-term industry expertise, the customer relationships developed over our history, and our financial stability give us an advantage over most of our competitors in the industry.

Results of Operations

The Company's business is subject to seasonal variations; thus the results of operations for the three and six months ended June 30, 2013, are not necessarily indicative of a full year's results.

Six Months Ended June 30, 2013, Compared to Six Months Ended June 30, 2012 (Unaudited)

Revenues. Our revenues were $94,691,644 for the six months ended June 30, 2013, compared to $97,429,365 for the same period of 2012, a decrease of 2.8%. While revenues were relatively flat, the revenue mix for the six months ended June 30, 2013 showed a significant increase in shot-hole work, which generates higher revenues but carries lower margins than vibroseis work, and a decrease in vibroseis work.

Cost of services. Our cost of services was $71,519,202 for the six months ended June 30, 2013, compared to $63,559,002 for the same period of 2012, an increase of 12.5%. As a percentage of revenues, cost of services was 75.5% for the six months ended June 30, 2013, compared to 65.2% for the same period of 2012. This increase was primarily attributable to a significant increase in higher cost shot-hole work. Costs of services as a percentage of revenues for the first half of 2013 also increased as a result of the costs we continued to incur as we idled several crews in the U.S. in the second quarter due to the softening in the seismic market.

Selling, general, and administrative expenses. Selling, general and administrative ("SG&A") expenses were $4,834,487 for the six months ended June 30, 2013, compared to $4,350,327 for the same period of 2012, an increase of 11.1%. This increase was primarily due to an increase in share-based compensation expense. SG&A expense as a percentage of revenues was 5.1% for the six months ended June 30, 2013, compared with 4.5% for the same period of 2012.

Depreciation and amortization expense. Depreciation and amortization expense was $13,053,384 for the six months ended June 30, 2013, compared to $11,905,511 for the same period of 2012, an increase of 9.6%. This increase was primarily attributable to acquisition of seismic recording equipment, vibration vehicles, and other equipment and vehicles during the last half of 2012. Depreciation and amortization expense as a percentage of revenues was 13.8% for the six months ended June 30, 2013, compared to 12.2% for the same period of 2012.

Income from operations. Income from operations was $5,284,571 for the six months ended June 30, 2013 compared to $17,614,525 for the same period of 2012. The decrease was attributable to a significant increase in shot-hole work, which carries higher costs and lower margins than vibroseis work, the idling of several crews in the U.S. in the second quarter of 2013 due to the softening in the seismic market, and increased depreciation expense on our new equipment. EBITDA decreased $11,182,081 to $18,337,955 for the six months ended June 30, 2013, from $29,520,036 for the same period of 2012, a decrease of 37.9%. This decrease was a result of factors discussed above. For a definition of EBITDA, a reconciliation of EBITDA to net income and discussion of EBITDA, please refer to the section entitled "EBITDA" found below.

Interest expense. Interest expense was $628,158 for the six months ended June 30, 2013, compared to $522,638 for the same period of 2012, an increase of 20.2%. This increase was primarily attributable to our purchases of seismic acquisition equipment during the last half of 2012.

Income tax expense. Income tax expense was $2,308,970 for the six months ended June 30, 2013, compared to $6,681,748 for the same period of 2012. The effective tax rate was 49.6% for the six months ended June 30, 2013, compared to an effective tax rate of 39.1% for the six months ended June 30, 2012. The increase in the effective tax rate was primarily due to the effect of permanent tax differences. See Note E of Notes to Financial Statements in Item 1.

Three Months Ended June 30, 2013, Compared to Three Months Ended June 30, 2012 (Unaudited)

Revenues. Our revenues were $31,487,231 for the three months ended June 30, 2013, compared to $30,383,957 for the same period of 2012. The slight increase in revenues was due to a significant increase in shot-hole work, which carries higher revenues and costs but lower margins than vibroseis work, partially offset by the idling of several crews during the three months ended June 30, 2013. We began the second quarter of 2013 operating nine crews, and ended the quarter operating two crews in the U.S. In Canada, we began the second quarter of 2013 operating six crews and ended the quarter operating two crews.

Cost of services. Our cost of services was $28,286,561 for the three months ended June 30, 2013, compared to $25,010,953 for the same period of 2012, an increase of 13.1%. As a percentage of revenues, cost of services was 89.8% for the three months ended June 30, 2013, compared to 82.3% for the same period of 2012. This increase was largely due to a significant increase in shot-hole work, which carries higher costs and a lower margin than vibroseis work. Costs of services as a percentage of revenues for the second quarter of 2013 also increased as a result of the costs we continued to incur as we idled several crews in the U.S. due to the softening in the seismic market.

Selling, general, and administrative expenses. SG&A expenses were $2,453,946 for the three months ended June 30, 2013, compared to $2,050,325 for the same period of 2012, an increase of 19.7%. This increase was due to an increase in share-based compensation. SG&A expense as a percentage of revenues was 7.8% for the three months ended June 30, 2013, compared with 6.7% for the same period of 2012.

Depreciation and amortization expense. Depreciation and amortization expense was $6,367,015 for the three months ended June 30, 2013, compared to $6,182,912 for the same period of 2012, an increase of 3.0%. This increase was primarily attributable to acquisition of seismic recording equipment, vibration vehicles, and other equipment and vehicles during the last half of 2012. Depreciation and amortization expense as a percentage of revenues was 20.2% for the three months ended June 30, 2013, compared to 20.3% for the same period of 2012.

Loss from operations. Loss from operations was $5,620,291 for the three months ended June 30, 2013, compared to $2,860,233 for the same period of 2012. This increase was primarily attributable to the higher cost of services discussed above. EBITDA decreased $2,575,955 to $746,724 for the three months ended June 30, 2013, from $3,322,679 for the same period of 2012, a decrease of 77.5%. This decrease was a result of those factors mentioned above. For a definition of EBITDA, a reconciliation of EBITDA to net income and a discussion of EBITDA, please refer to the section entitled "EBITDA" found below.

Interest expense. Interest expense was $308,452 for the three months ended June 30, 2013, compared to $280,293 for the same period of 2012, an increase of 10.0%. This increase was primarily attributable to our purchases of seismic acquisition equipment during the last half of 2012.

Income tax benefit. Income tax benefit was $1,924,714 for the three months ended June 30, 2013, compared to $1,166,405 for the same period of 2012. The effective tax benefit rate was 32.5% for the three months ended June 30, 2013 compared to 37.1% for the same period of 2012. The decrease in the effective tax benefit rate was due to the effect of permanent tax differences. See Note E of Notes to Financial Statements in Item 1.

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EBITDA

We define EBITDA as net income (loss) plus interest expense, income taxes, and depreciation and amortization expense. We use EBITDA as a supplemental financial measure to assess:

· the financial performance of our assets without regard to financing methods, capital structures, taxes, or historical cost basis;

· 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

· 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, you 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 below 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.

The following table reconciles our EBITDA to our net income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(unaudited)		(unaudited)	
Net income (loss)	$ (4,004,029)	$ (1,974,121)	$ 2,347,443	$ 10,410,139
Depreciation and amortization	6,367,015	6,182,912	13,053,384	11,905,511
Interest expense	308,452	280,293	628,158	522,638
Income tax expense (benefit)	(1,924,714)	(1,166,405)	2,308,970	6,681,748
EBITDA	$ 746,724	$ 3,322,679	$ 18,337,955	$ 29,520,036

Liquidity and Capital Resources

Cash Flows

Cash flows provided by operating activities.

Net cash provided by operating activities was $23,085,199 for the six months ended June 30, 2013, compared to $34,425,053 for the same period of 2012. The $11,339,854 decrease in cash flow from operating activities during the first six months of 2013 from the same period of 2012 was principally attributable to decreases in net income, accounts payable and accrued liabilities, billings in excess of cost and estimated earnings on uncompleted contracts and income taxes payable, which were partially offset by increases in depreciation and amortization expense, accounts receivable, and cost and estimated earnings in excess of uncompleted contracts.

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Working capital increased $9,010,734 to $21,226,827 as of June 30, 2013, from the December 31, 2012 working capital of $12,216,093. This increase was primarily due to increases of $16,192,575 in cash and $2,500,534 in prepaid expenses, and decreases of $10,524,171 in accounts payable, $2,699,937 in accrued liabilities, $1,721,773 in billings in excess of cost and estimated earnings on uncompleted contracts, and $2,254,642 in federal and state income taxes payable, partially offset by decreases of $20,827,918 in accounts receivable, $5,238,159 in costs and estimated earnings in excess of billings on uncompleted contracts, and an increase of $1,091,864 in current maturities of notes payable.

Cash flows provided by (used in) investing activities.

Net cash provided by investing activities was $239,059 for the six months ended June 30, 2013, and net cash used in investing activities was $20,834,079 for the six months ended June 30, 2012. This change was due primarily to a decrease in capital expenditures of $21,917,858 resulting from the maintenance capital expenditures policy we implemented during the fourth quarter of 2012, as compared to the first six months of 2012, during which we purchased additional wireless Geospace Seismic Recording systems and related equipment, replacement vehicles, and seven new vibration vehicles, partially offset by a decrease of $844,720 in proceeds from the sale of older property and equipment.

Cash flows used in financing activities.

Net cash used in financing activities was $7,008,528 for the six months ended June 30, 2013, and $5,067,080 for the six months ended June 30, 2012. The increase was due primarily to principal payments on notes payable.

Capital expenditures.

During the six months ended June 30, 2013, we acquired $826,667 of vehicles and equipment, primarily to add to and replace similar vehicles and equipment. We financed these acquisitions by using $458,271 of cash on hand and by incurring $368,396 in capital lease obligations from a vehicle leasing company. Although we do not budget for our capital expenditures, we may purchase additional equipment during 2013 should the demand for our services increase.

Liquidity.

Our primary source of liquidity is cash generated from operations and short-term borrowings and leases from commercial banks and equipment lenders for capital expenditures. Based on current forecasts, we believe that we have sufficient available cash and borrowing capacity to fund our working capital needs over the next 12 months.

Capital Resources

We have relied on cash generated from operations, short-term borrowings from commercial banks and equipment lenders to fund our working capital requirements and capital expenditures.

We have a revolving line of credit agreement with a commercial bank, pursuant to which we may borrow up to $5,000,000. The credit agreement was renewed for a one-year term on September 16, 2011, and September 16, 2012 and will expire on September 16, 2013. We intend to renew the revolving credit agreement prior to its expiration. Our obligations under this agreement are secured by a security interest in our accounts receivable. Interest on the outstanding amount under the revolving credit agreement is payable monthly at the greater of the prime rate of interest or five percent. As of June 30, 2013, we had no borrowings outstanding under the revolving credit agreement.

At June 30, 2013, the Company had six outstanding notes payable to commercial banks for equipment purchases. The notes have interest rates between 3.50% and 5.00%, are due in monthly installments between $59,581 and $223,437 including interest, have a total outstanding balance of $19,388,354 and are collateralized by equipment. Three notes payable with interest rates between 5.33% and 6.00% and monthly payments between $23,740 and $61,997 plus interest were paid off in 2012. One note payable with interest of 6.35% and monthly payments of $50,170 including interest was paid off in February 2013. These notes were collateralized by equipment.

The Company had, at June 30, 2013, three outstanding notes payable to finance companies for corporate insurance. The notes have interest rates between 4.16% and 4.95%, are due in monthly installments between $16,861 and $329,823 including interest, and have a total outstanding balance of $2,405,284.

Contractual Obligations

We believe that our capital resources, including our short-term investments, funds available under our revolving credit agreement, and cash flow from operations, will be adequate to meet our current operational needs. We believe that we will be able to finance our 2013 capital expenditures through cash flow from operations, borrowings from commercial lenders, and the funds available under our line of credit loan agreement. However, our ability to satisfy working capital requirements, meet debt repayment obligations, and fund future capital requirements will depend principally upon our future operating performance, which is subject to the risks inherent in our business, and will also depend on the extent to which the current economic climate adversely affects the ability of our customers, and/or potential customers, to pay promptly amounts owing to the Company under their service contracts with us.

Off-Balance Sheet Arrangements

As of June 30, 2013, we had no off-balance sheet arrangements.

Critical Accounting Policies

A discussion of our critical accounting policies can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. There have been no material changes to these policies (including critical accounting estimates and assumptions or judgments affecting the application of those estimates and assumptions) during the quarter ended June 30, 2013.

Recently Issued Accounting Pronouncements

A discussion of recently issued accounting pronouncements can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. One new accounting pronouncement issued during the quarter ended June 30, 2013, is discussed earlier in Note A to the financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There has been no material change from the information provided in "Item 7A. Quantitative and Qualitative Disclosures about Market Risk" contained in our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated herein by reference.

ITEM 4. CONTROLS AND PROCEDURES.

The Company maintains controls and procedures to ensure that it is able to collect the information it is required to disclose in the reports it files with the SEC and to process, summarize, and disclose this information within the time periods specified in the rules of the SEC. Based on an evaluation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report conducted by the Company's management, with the participation of the Chief Executive and Chief Financial Officers, the Chief Executive and Chief Financial Officers believe that these controls and procedures are effective to ensure that the Company is able to record, process, summarize, and report information required to be included in reports filed or submitted under the Securities Exchange Act of 1934, as amended, within the required time period. There were no changes in the Company's internal controls over financial reporting during the quarter ended June 30, 2013, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is a defendant in various legal actions that arose or may arise out of the normal course of business. In our opinion, none of these actions has resulted, or will result, in any significant loss to us.

ITEM 1A. RISK FACTORS.

For a discussion of those "Risk Factors" affecting the Company, you should carefully consider the "Risk Factors" discussed in Part I, under "Item 1A. Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2012, which is herein incorporated by reference. There have been no material changes from those risk factors previously disclosed in such Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS. — None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES. — None.

ITEM 4. MINE SAFETY DISCLOSURES. — None.

ITEM 5. OTHER INFORMATION. — None.

ITEM 6. EXHIBITS.

A list of exhibits filed herewith is contained in the Exhibit Index that immediately precedes such exhibits and is incorporated by reference herein.

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 thereunto duly authorized.

TGC INDUSTRIES, INC.

Date: August 8, 2013	/s/ Wayne A. Whitener Wayne A. Whitener President and Chief Executive Officer (Principal Executive Officer and duly authorized officer)
Date: August 8, 2013	/s/ James K. Brata James K. Brata Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
*3.1	Amended and Restated Certificate of Formation as filed with the Secretary of State of Texas on June 7, 2013.
3.2	Bylaws, as amended and restated March 25, 2009, filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on March 31, 2009, and incorporated herein by reference.
*31.1	Certification of Chief Executive Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Chief Financial Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification of Chief Executive Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, promulgated pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Certification of Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, promulgated pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	XBRL Instance Document
*101.SCH	XBRL Taxonomy Extension Schema Document
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

*Filed herewith.

Amended and Restated
Certificate of Formation
OF
TGC INDUSTRIES, INC.

Pursuant to the provisions of Sections 3.057, 3.058, 3.059, and 3.060 of the Texas Business Organizations Code (the "*TBOC*"), TGC INDUSTRIES, INC., a Texas for-profit corporation (the "*Corporation*"), adopts on this 4th day of June, 2013, this Amended and Restated Certificate of Formation which completely supersedes and replaces the Restated Articles of Incorporation (with Amendment) filed with the Texas Secretary of State on June 20, 2003 (the "2003 Restated Articles") that are now in effect, as further amended by this Amended and Restated Certificate of Formation, and does not contain any other change except for information omitted under Section 3.059(b) of the TBOC and as set forth in Sections 3, 4, 5 and 6 below.

Section 1

The name of the Corporation as currently shown in the records of the Texas Secretary of State is "TGC INDUSTRIES, INC." The type of filing entity of the Corporation is a Texas for-profit corporation. The date of formation of the Corporation was March 28, 1980, and it has been assigned file number 51318400.

Section 2

The amendment hereafter described in Section 3 has been properly approved in the manner prescribed by Sections 21.053 through 21.055 of the TBOC and by its governing documents.

Section 3

Article 3 is amended in its entirety to read as follows:

3. Purposes. The Corporation is organized as a for-profit corporation under the Texas Business Organizations Code for the purpose of carrying out any lawful purpose or purposes.

Section 4

Article 4 is amended by amending Article 4.a. in its entirety to read as follows:

4. Shares. The Corporation may issue two classes of shares as follows:

a. Common Stock. The aggregate number of shares of Common Stock which the Corporation may issue is 35,000,000 shares, each having a par value of $.01. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

Section 5

Article 8 is amended in its entirety to read as follows:

8. Directors. The number of directors constituting the present board of directors is six (6), and the names and addresses of the persons who will serve as directors until the next annual meeting and until their successors have been duly elected and qualified are:

Name	Address
Wayne A. Whitener	101 E. Park Blvd., Ste 955 Plano, TX 75074
William J. Barrett	P. O. Box 6199 Fair Haven, NJ 07704
Herbert M. Gardner	P. O. Box 463 Wading River, NY 11792
Allen T. McInnes	4532 7th Street Lubbock, TX 79416
Edward L. Flynn	7511 Myrtle Avenue Glendale, NY 11385
Stephanie P. Hurtt	P. O. Box 643695 Vero Beach, FL 32964

Section 6

Various articles are amended to conform terms and references specified by the Texas Business Organizations Code.

Section 7

The text of the 2003 Restated Articles being restated and amended by this Amended and Restated Certificate of Formation are hereby completely superseded and replaced with the following:

1. Name. The name of the Corporation is TGC INDUSTRIES, INC.

2. Duration. The period of its duration is perpetual.

3. Purposes. The Corporation is organized as a for-profit corporation under the Texas Business Organizations Code for the purpose of carrying out any lawful purpose or purposes.

4. Shares. The Corporation may issue two classes of shares as follows:

a. Common Stock. The aggregate number of shares of Common Stock which the Corporation may issue is 35,000,000 shares, each having a par value of $.01. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

b. Preferred Stock. The aggregate number of shares of Preferred Stock which the Corporation may issue is 4,000,000, each having a par value of $1.00. The Preferred Stock authorized by this Amended and Restated Certificate of Formation may be issued from time to time in series. The shares of each series shall be subject not only to the provisions of this Article 4b which is applicable to all series of preferred shares, but also to the additional provisions with respect to such series as are fixed from time to time by the Board of Directors. All preferred shares of each series shall be identical and of equal rank, except as may be modified by the Board of Directors. Each share of each series shall be identical in all respects with the other shares of such series, except as to the date from which dividends thereon shall be cumulative in the event the Board designates any such series to be cumulative preferred. The Board of Directors is hereby authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series not otherwise set forth in this Certificate, including, but not limited to:

(1) Designation of Series-Number of Shares. The distinctive designation of each series and the number of shares constituting such series, which number may be increased (except where otherwise provided by the Board of Directors in its resolution creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors;

(2) Dividend Rates and Rights. The annual rate and frequency of payment of dividends payable on the shares of all series and the dividend rights applicable thereto, including, in the event of Cumulative Preferred Stock, the date from which dividends shall be cumulative on all shares of any series issued prior to the record date for the first dividend on shares of such series;

(3) Redemption. The rights, if any, of the Corporation to redeem; the terms and conditions of redemption; and the redemption price or prices, if any, for the shares of each, any, or all series;

(4) Sinking Fund. The obligation, if any, of the Corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

(5) Voluntary Liquidation Preferences. The amount payable on shares of each series in the event of any voluntary liquidation, dissolution, or winding up of the affairs of the Corporation;

(6) Conversion Rights. The rights, if any, of the holders of shares of each series to convert such shares into the Corporation's Common Stock and the terms and conditions of such conversion; and

(7) Voting Rights. The voting rights, if any, of the holders of the shares of each series, and any other preferences, and relative, participating, optional, or other special rights, and any qualifications, limitations, or restrictions thereof.

c. Reverse Stock Split. Effective as of 5:00 p.m. Central Standard Time, on November 6, 1998 (referred to herein as "Effective Time"), every three shares of the Common Stock, par value $.10, issued and outstanding as of the Effective Time were automatically, and without action on the part of the stockholders, converted and combined into one validly issued, fully paid and non-assessable share of Common Stock, par value $.30, (the "Reverse Split"). In the case of a holder of shares not

evenly divisible by three, such holders received in lieu of any fraction of a share, an additional share of Common Stock. As of the Effective Time and thereafter, a certificate(s) representing shares of Common Stock prior to the Reverse Split were deemed to represent the number of new shares into which the old shares were convertible.

5. No Pre-emptive Rights. No shareholder or other person may have any pre-emptive rights.

6. Special Provisions Permitted To Be Set Forth In Certificate Of Formation:

a. Interested Directors, Officers, and Shareholders.

(1) If paragraph (2) below is satisfied, no contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Corporation's directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose.

(2) Paragraph (1) above will apply only if:

(a) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee of the board, or the shareholders;

(b) The material facts as to the relationship or interest of the director or officer and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(c) The material facts as to the relationship or interest of the director or officer and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the shareholders.

(3) For purposes of paragraphs (1) and (2) above, common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

b. <u>Indemnification</u>.

(1) The Corporation shall indemnify, to the extent provided in the following paragraphs, any person who is or was a director, officer, agent, or employee of the Corporation and any person who serves or served at the Corporation's request as a director, officer, agent, employee, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise. In the event the provisions of indemnification set forth below are more restrictive than the provisions of indemnification allowed by the Texas Business Organizations Code, then such persons named above shall

be indemnified to the full extent permitted by the Texas Business Organizations Code as it may exist from time to time.

(2) In case of a suit by or in the right of the Corporation against a person named in paragraph (1) above by reason of such person's holding a position named in such paragraph (1) hereafter referred to as a derivative suit, the Corporation shall indemnify such person for reasonable expenses actually incurred by such person in connection with the defense or settlement of the suit, but only if such person satisfies the standard in paragraph (4) to follow.

(3) In case of a threatened or pending suit, action, or proceeding (whether civil, criminal, administrative, or investigative), other than a derivative suit, hereafter referred to as a non-derivative suit, against a person named in paragraph (1) above by reason of such person's holding a position named in such paragraph (1), the Corporation shall indemnify such person if such person satisfies the standard contained in paragraph (4), for amounts actually and reasonably incurred by such person in connection with the defense or settlement of the non-derivative suit as expenses (including court costs and attorneys' fees), amounts paid in settlement, judgments, and fines.

(4) Whether in the nature of a derivative suit or non-derivative suit, a person named in Paragraph (1) above will be indemnified only if it is determined in accordance with paragraph (5) above that such person:

(a) acted in good faith in the transaction which is the subject of the suit;

(b) reasonably believed:

(i) his conduct was in the best interests of the Corporation; and

(ii) in all other cases, that his conduct was not opposed to the best interests of the Corporation; and

(c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that this person failed to satisfy the standard contained in this paragraph.

(5) A determination that the standard of paragraph (4) above has been satisfied must be made:

(a) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding; or

(b) if such quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or

(c) by special legal counsel selected by the board of directors or a committee of a board by vote as set forth in subparagraphs (a) and (b) above, or, if such quorum cannot be obtained and such committee cannot be established, by a majority vote of all directors; or

(d) by the shareholders in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

(6) Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by subparagraph (5)(c) above for the selection of special legal counsel.

(7) The Corporation may reimburse or pay in advance any reasonable expenses (including court costs and attorneys' fees) which may become subject to indemnification under paragraphs (1) through (6) above, but only in accordance with the provisions as stated in paragraph (5) above, and only after the person to receive the payment (i) signs a written affirmation of his good faith belief that he has met the standard of conduct necessary for indemnification under paragraph (4), and (ii) undertakes in writing to repay such advances unless it is ultimately determined that such person is entitled to indemnification by the Corporation. The written undertaking required by this paragraph must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.

(8) The indemnification provided by paragraphs (1) through (6) above will not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

(9) The indemnification and advance payment provided by paragraphs (1) through (7) above will continue as to a person who has ceased to hold a position named in paragraph (1) above and will inure to such person's heirs, executors, and administrators.

(10) The Corporation may purchase and maintain insurance on behalf of any person who holds or has held any position named in paragraph (1) above against any liability incurred by such person in any such position, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraphs (1) through (7) above.

(11) Indemnification payments and advance payments made under paragraphs (1) through (10) above are to be reported in writing to the shareholders of the Corporation in the next notice or waiver of notice of annual meeting, or within twelve months, whichever is sooner.

c. <u>Bylaws</u>. The power to alter, amend, or repeal the Bylaws is hereby vested in the Board of Directors.

d. <u>Non-Cumulative Voting</u>. Directors are to be elected by plurality vote. Cumulative voting is not permitted.

e. <u>Purchase Own Stock</u>. The Corporation may, directly or indirectly, purchase its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

f. <u>Supermajority Vote for Business Combinations</u>.

The affirmative vote of the holders of eighty percent (80%) or more of the issued and outstanding shares of the Corporation at a duly called meeting of the stockholders shall be required for the approval or authorization of (1) any merger or consolidation of the Corporation with or into another corporation or entity, or (2) any sale of all or substantially all of the Corporation's assets to another corporation or entity.

g. <u>Consideration of Fairness of Business Combinations.</u>

The Board of Directors of the Corporation, when evaluating any offer of another party to (1) purchase or otherwise acquire all or substantially all of the properties or assets of the Corporation, (2) merge or consolidate the Corporation with or into another corporation or entity, or (3) make a tender or exchange offer for any equity security of the Corporation, may, in connection with the exercise of its judgment in determining what is in the best interests of the Corporation and its shareholders, give due consideration to all relevant factors, including, without limitation: (a) the fairness of the price or financial terms of the proposal, (b) the relationship of the proposal to the value of the Corporation in a transaction of a similar type resulting from arm's length negotiations; and (c) the social and economic effects of the proposed transaction on the employees, shareholders and other constituents of the Corporation and on the communities in which the Corporation operates or is located.

h. <u>Number and Classification of Directors.</u>

The Board of Directors shall consist of not less than three (3) nor more than nine (9) directors. The number of Directors may be increased or decreased (within the limits stated above) by resolution of the Board of Directors, but no decrease may have the effect of shortening the term of any incumbent director. A director may be removed prior to the end of the term for which he is elected only for cause and by the affirmative vote of the holders of eighty percent (80%) or more of the issued and outstanding shares of the Corporation at a meeting of the stockholders duly called for the consideration of such removal. At any such time as the Board of Directors shall consist of nine (9) directors, the Board of Directors may by resolution classify the Board into three (3) classes, each class to consist of three (3) directors. The term of office of directors of the first class shall expire at the first annual meeting of shareholders after their election, that of the second class shall expire at the second annual meeting after their election, and that of the third class shall expire at the third annual meeting after their election. At each annual meeting after such classification the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting.

i. <u>Supermajority Vote for Amendment of this Article.</u>

The provisions set forth in this Article 6 may not be amended, altered, changed or repealed in any respect unless such action is approved by the affirmative vote of the holders of eighty percent (80%) or more of the issued and outstanding shares of the Corporation at a meeting of the stockholders duly called for the consideration of such amendment, alteration, change or repeal.

j. Limitation of Liability.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, to the extent permitted by the Texas Business Organizations Code. Neither the amendment nor repeal of this paragraph shall eliminate or reduce the effect of this paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph, would accrue or arise, prior to such amendment or repeal. If the Texas Business Organizations Code is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Texas Business Organizations Code, as so amended from time to time.

7. Registered Office and Agent. The street address of the Corporation's present registered office and the name of its initial registered agent at such address are as follows:

CT Corporation System
350 N. St. Paul St., Ste. 2900
Dallas, Texas 75201-4234

8. Directors. The number of directors constituting the present board of directors is six (6), and the names and addresses of the persons who will serve as directors until the next annual meeting and until their successors have been duly elected and qualified are:

Name	**Address**
Wayne A. Whitener	101 E. Park Blvd., Ste 955 Plano, TX 75074
William J. Barrett	P. O. Box 6199 Fair Haven, NJ 07704
Herbert M. Gardner	P. O. Box 463 Wading River, NY 11792
Allen T. McInnes	4532 7th Street Lubbock, TX 79416
Edward L. Flynn	7511 Myrtle Avenue Glendale, NY 11385
Stephanie P. Hurtt	P. O. Box 643695 Vero Beach, FL 32964

[*Signature Page to Follow*]

This Amended and Restated Certificate of Formation becomes effective when filed with the Texas Secretary of State.

TGC INDUSTRIES, INC.

By: /s/ Wayne A. Whitener
Wayne A. Whitener, President

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Wayne A. Whitener, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TGC Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize, and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 8, 2013

/s/ Wayne A. Whitener
Wayne A. Whitener
President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, James K. Brata, certify that:

1. I have reviewed this report on Form 10-Q of TGC Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize, and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 8, 2013

/s/ James K. Brata
James K. Brata
Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

Certification of
Chief Executive Officer
of TGC Industries, Inc. Pursuant to
18 U.S.C. Section 1350, as adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

This certification is furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and accompanies the quarterly report on Form 10-Q (the "Form 10-Q") for the quarter ended June 30, 2013 of TGC Industries, Inc. (the "Company"). I, Wayne A. Whitener, President and Chief Executive Officer of the Company, certify that, to the best of my knowledge:

(1) The Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

Dated: August 8, 2013

/s/ Wayne A. Whitener
Wayne A. Whitener
President and Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished as an exhibit to the Form 10-Q pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and accordingly, is not being filed as part of the Form 10-Q for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, 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.

EXHIBIT 32.2

Certification of
Chief Financial Officer
of TGC Industries, Inc. Pursuant to
18 U.S.C. Section 1350, as adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

This certification is furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and accompanies the quarterly report on Form 10-Q (the “Form 10-Q”) for the quarter ended June 30, 2013 of TGC Industries, Inc. (the “Company”). I, James K. Brata, Vice President and Chief Financial Officer of the Company, certify that, to the best of my knowledge:

(1) The Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

Dated: August 8, 2013

/s/ James K. Brata
James K. Brata
Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

The foregoing certification is being furnished as an exhibit to the Form 10-Q pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and accordingly, is not being filed as part of the Form 10-Q for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, 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.