

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): **June 11, 2010**

TGC INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Texas
(State of incorporation)

0-14908
(Commission File No.)

74-2095844
(IRS Employer Identification No.)

101 East 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 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders of TGC Industries, Inc. ("TGC" or the "Company") was held on June 11, 2010, in New York, New York, at which the following matters were submitted for a vote to TGC's shareholders:

(1) To elect six director nominees to serve for the term of one year and until their successors are duly elected and have qualified. All nominees were elected as directors with the following vote:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Wayne A. Whitener	10,061,438	1,847,981	2,669,250
William J. Barrett	9,839,892	2,069,527	2,669,250
Herbert M. Gardner	8,580,064	3,329,355	2,669,250
Allen T. McInnes	10,135,477	1,773,942	2,669,250
Edward L. Flynn	11,582,658	326,761	2,669,250
Stephanie P. Hurtt	11,567,016	342,403	2,669,250

(2) To approve an amendment to the Company's 2006 Stock Awards Plan. This proposal was approved with the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
10,552,450	1,340,153	16,816	2,669,250

A copy of the amendment to the Company's 2006 Stock Awards Plan is included as Exhibit 10.1 hereto and incorporated herein by reference.

(3) To ratify the selection of Lane Gorman Trubitt, L.L.P. as the independent registered public accounting firm for the fiscal year ending December 31, 2010. This proposal was approved with the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
14,534,256	32,509	11,904

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Amendment No. 1 to the 2006 Stock Awards Plan.

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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: June 17, 2010

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

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to the 2006 Stock Awards Plan.

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AMENDMENT NO. 1
to
2006 STOCK AWARDS PLAN
of
TGC INDUSTRIES, INC.

On April 12, 2010, the Board of Directors of TGC Industries, Inc., a Texas corporation (the "Company") adopted Amendment No. 1 to the 2006 Stock Awards Plan (the "2006 Plan") to increase the number of shares authorized for issuance under the 2006 Plan by 2,000,000 shares (from 1,000,000 shares to 3,000,000 shares). Such amendment was approved by the Company's shareholders at their annual meeting held on June 11, 2010.

The 2006 Plan, authorizing 1,000,000 shares of Common Stock for issuance, was originally approved by the Company's shareholders June 6, 2006. The 2006 Plan is hereby amended by completely replacing Article 5.1 to read as follows:

"5.1 Number Available for Awards. Subject to adjustment as provided in Articles 11 and 12, the maximum number of shares of Common Stock that may be delivered pursuant to Awards granted under the Plan is **3,000,000 shares**, 100% of which may be delivered pursuant to Incentive Stock Options. Subject to adjustment pursuant to Articles 11 and 12, no Participant may receive in any calendar year (i) Stock Options relating to more than 50,000 shares of Common Stock, or (ii) Common Stock or Restricted Stock relating to more than 30,000 shares of Common Stock; provided, however, that all such Awards to any Participant during any calendar year shall not exceed an aggregate of more than 80,000 shares of Common Stock. Shares to be issued may be made available from authorized but unissued Common Stock, Common Stock held by the Company in its treasury, or Common Stock purchased by the Company on the open market or otherwise. During the term of this Plan, the Company shall at all times reserve and keep available the number of shares of Common Stock that will be sufficient to satisfy the requirements of this Plan."

DATED to be effective April 12, 2010.

BOARD OF DIRECTORS OF
TGC INDUSTRIES, INC.

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