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, 2012.

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. (Check one):

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, 2012
Common Stock ($.01 Par Value)	20,439,299

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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, 2012

	June 30, 2012 (Unaudited)	December 31, 2011
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 24,259,157	$ 15,745,559
Trade accounts receivable	24,561,095	19,351,023
Cost and estimated earnings in excess of billings on uncompleted contracts	2,636,777	5,101,478
Prepaid expenses and other	3,590,407	1,606,936
Total current assets	55,047,436	41,804,996
PROPERTY AND EQUIPMENT - at cost		
Machinery and equipment	173,742,093	139,017,290
Automobiles and trucks	14,162,241	12,616,608
Furniture and fixtures	487,245	434,146
Leasehold improvements	14,994	14,994
	188,406,573	152,083,038
Less accumulated depreciation and amortization	(104,053,637)	(94,286,207)
	84,352,936	57,796,831
Goodwill	201,530	201,530
Other assets	87,173	77,870
	288,703	279,400
Total assets	$ 139,689,075	$ 99,881,227

See Notes to Consolidated Financial Statements

TGC INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS — CONTINUED
June 30, 2012

	June 30, 2012 (Unaudited)	December 31, 2011
LIABILITIES AND SHAREHOLDERS' EQUITY		
Trade accounts payable	$ 13,550,864	$ 9,256,392
Accrued liabilities	2,400,806	2,598,126
Billings in excess of costs and estimated earnings on uncompleted contracts	9,168,199	937,755
Federal and state income taxes payable	4,925,384	2,017,644
Current maturities of notes payable	10,733,463	5,802,513
Current portion of capital lease obligations	1,991,271	1,336,037
Total current liabilities	42,769,987	21,948,467
NOTES PAYABLE, less current maturities	13,939,529	5,328,892
CAPITAL LEASE OBLIGATIONS, less current portion	1,872,902	1,626,612
LONG-TERM DEFERRED TAX LIABILITY	6,721,124	7,257,576

COMMITMENTS AND CONTINGENCIES	—	—
SHAREHOLDERS' EQUITY		
Preferred stock, $1.00 par value; 4,000,000 shares authorized; issued - none	—	—
Common stock, $.01 par value; 25,000,000 shares authorized; 20,519,375 and 19,348,436 in each period	205,194	193,484
Additional paid-in capital	29,161,555	28,176,922
Retained earnings	45,909,678	35,499,541
Treasury stock, at cost, 80,076 and 37,820 shares in each period	(691,009)	(257,394)
Accumulated other comprehensive income (loss)	(199,885)	107,127
	74,385,533	63,719,680
Total liabilities and shareholders' equity	$ 139,689,075	$ 99,881,227

See Notes to Consolidated Financial Statements

TGC INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited)
June 30, 2012

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Revenue	$ 30,383,957	$ 30,215,516	$ 97,429,365	$ 80,462,829
Cost and expenses				
Cost of services	25,010,953	21,950,230	63,559,002	56,219,924
Selling, general and administrative	2,050,325	2,272,895	4,350,327	4,773,453
Depreciation and amortization expense	6,182,912	4,778,547	11,905,511	9,241,426
	33,244,190	29,001,672	79,814,840	70,234,803
Income (loss) from operations	(2,860,233)	1,213,844	17,614,525	10,228,026
Interest expense	280,293	191,856	522,638	382,696
Income (loss) before income taxes	(3,140,526)	1,021,988	17,091,887	9,845,330
Income tax expense (benefit)	(1,166,405)	435,213	6,681,748	3,494,821
NET INCOME (LOSS)	$ (1,974,121)	$ 586,775	$ 10,410,139	$ 6,350,509
Earnings per common share:				
Basic	$ (0.10)	$ 0.03	$ 0.51	$ 0.31
Diluted	$ (0.10)	$ 0.03	$ 0.50	$ 0.31
Weighted average number of common shares outstanding:				
Basic	20,427,979	20,200,978	20,367,065	20,185,345
Diluted	20,427,979	20,544,494	20,779,517	20,511,822

See Notes to Consolidated Financial Statements

TGC INDUSTRIES, INC.
Consolidated Statements of Comprehensive Income (unaudited)
June 30, 2012

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011

Net Income (Loss)	$ (1,974,121)	$ 586,775	$ 10,410,139	$ 6,350,509
Other comprehensive income (loss):				
Foreign currency translation adjustments	(825,176)	61,611	(307,012)	790,631
Total other comprehensive income (loss), net of tax	$ (2,799,297)	$ 648,386	$ 10,103,127	$ 7,141,140

See Notes to Consolidated Financial Statements

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TGC INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
June 30, 2012

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 10,410,139	$ 6,350,509
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	11,905,511	9,241,426
(Gain) loss on disposal of property and equipment	(929,727)	(64,324)
Non-cash compensation	186,496	226,845
Cash paid in lieu of stock options	—	(165,000)
Deferred income taxes	(536,452)	120,846
Changes in operating assets and liabilities		
Trade accounts receivable	(5,198,515)	4,692,212
Cost and estimated earnings in excess of billings on uncompleted contracts	2,491,264	2,489,520
Prepaid expenses and other	900,449	1,366,962
Prepaid federal and state income tax	78,268	1,232,568
Other assets	(9,424)	(1,841)
Trade accounts payable	4,247,980	(3,486,326)
Accrued liabilities	(210,238)	732,220
Billings in excess of cost and estimated earnings on uncompleted contracts	8,230,444	400,418
Income taxes payable	2,858,858	1,237,902
NET CASH PROVIDED BY OPERATING ACTIVITIES	34,425,053	24,373,937
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(22,376,129)	(11,067,278)
Proceeds from sale of property and equipment	1,542,050	168,161
NET CASH USED IN INVESTING ACTIVITIES	(20,834,079)	(10,899,117)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on notes payable	(4,543,954)	(4,117,298)
Principal payments on capital lease obligations	(899,358)	(620,699)
Proceeds from exercise of stock options	377,382	108,688
Payment of dividends	(1,150)	—
NET CASH USED IN FINANCING ACTIVITIES	(5,067,080)	(4,629,309)
NET INCREASE IN CASH AND CASH EQUIVALENTS	8,523,894	8,845,511
EFFECT OF EXCHANGE RATES ON CASH	(10,296)	11,867
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	15,745,559	13,072,503
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 24,259,157	$ 21,929,881
Supplemental cash flow information		
Interest paid	$ 522,638	$ 382,696
Income taxes paid	$ 4,281,074	$ 903,503
Noncash investing and financing activities		
Capital lease obligations incurred	$ 1,798,753	$ 1,002,699
Financed equipment purchase	$ 15,201,800	$ —
Financed insurance premiums	$ 2,882,751	$ 2,162,868
Restricted stock awards to employees	$ 46,020	$ —

Treasury shares issued for stock options exercised	$	433,615	$	—

See Notes to Consolidated Financial Statements

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," or the "Company" refer to TGC Industries, Inc. and our subsidiaries.

In connection with the preparation of these consolidated financial statements, the Company evaluated subsequent events after the balance sheet date of June 30, 2012, through August 9, 2012, the date these consolidated financial statements were issued.

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. A supplemental agreement setting forth the terms of a specific project, which may be cancelled by either party upon 30 days' advance written notice, is entered into for every project. 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 will vary 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. Under turnkey agreements, the total number of units of seismic data to be gathered is set forth in the agreement, and revenue is recognized as services are performed on a per unit of seismic data acquired rate. Under term agreements, revenue is recognized 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.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* ("ASU 2011-04"), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards ("IFRS"). ASU 2011-04 changes certain fair value measurement principles and enhances disclosure requirements, particularly for Level 3 fair value measurements. ASU 2011-04 became effective in our first quarter of 2012 and will be applied prospectively. The adoption of this standard did not have a significant impact on our financial statements or disclosures.

NOTE A - continued

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* ("ASU 2011-05"), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. This update does not change what items are reported in other comprehensive income or the requirement to report reclassification of items from other comprehensive income to net income. ASU 2011-05 became effective in our first quarter of 2012. The adoption changed the order in which we presented certain financial statements, but did not have any other impact on our financial statements.

In September 2011, the FASB issued ASU 2011-08, *Intangibles-Goodwill and Other-Topic 350: Testing for Impairment* ("ASU 2011-08"). ASU 2011-08 amends the guidance in FASB Accounting Standards Codification Topic ("ASC") 350-20, *Intangibles-Goodwill and Other-Goodwill*. The intent of this ASU is to simplify how entities test goodwill for impairment by allowing an entity to use a qualitative approach to test goodwill for impairment. The amendments in the ASU permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in ASC 350-20. The amendments do not change the current guidance for testing other indefinite-lived assets for impairment. ASU 2011-08 is effective for goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early application is permitted. The Company elected to adopt this standard early and effective as of December 31, 2011, in its year-end goodwill impairment analysis. The adoption of this standard did not have a significant effect on the Company's consolidated financial statements and related disclosures.

In December 2011, the FASB issued ASU No. 2011-11, *Balance Sheet (Topic 210) — Disclosures about Offsetting Assets and Liabilities* ("ASU 2011-11"). This update requires the following new disclosures related to recognized financial instruments (and derivatives) subject to master netting arrangements or similar agreements: (i) the gross amounts of recognized financial assets and liabilities; (ii) the amounts offset under current GAAP; (iii) the net amounts presented in the balance sheet; (iv) the amounts subject to an enforceable master netting arrangement or similar agreement that were not included in (ii); and (v) the net amount representing the difference between (iii) and (iv). The update also requires qualitative disclosures related to counterparties, setoff rights, and terms of enforceable master netting arrangements and related agreements depending on their effect or potential effect on the entity's financial position. The new disclosures will enable financial statement users to compare balance sheets prepared under U.S. GAAP and IFRS, which are subject to different offsetting models. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. The Company does not currently expect that the adoption of this update in the first quarter of 2013 will have a significant effect on its consolidated financial statements and related disclosures.

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. 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, 2011, filed on Form 10-K.

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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, 2012 have been adjusted for the 5% stock dividend paid on May 14, 2012, to shareholders of record as of April 30, 2012.

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)	
	2012	**2011**	**2012**	**2011**
Basic:				
Numerator:				
Net income (loss)	$ (1,974,121)	$ 586,775	$ 10,410,139	$ 6,350,509
Denominator:				
Basic - weighted average common shares outstanding	20,427,979	20,200,978	20,367,065	20,185,345
Basic EPS	$ (0.10)	$ 0.03	$ 0.51	$ 0.31
Diluted:				
Numerator:				
Net income (loss)	$ (1,974,121)	$ 586,775	$ 10,410,139	$ 6,350,509
Denominator:				
Weighted average common shares outstanding	20,427,979	20,200,978	20,367,065	20,185,345
Effect of Dilutive Securities:				
Stock options	—	343,516	412,452	326,477
	20,427,979	20,544,494	20,779,517	20,511,822
Diluted EPS	$ (0.10)	$ 0.03	$ 0.50	$ 0.31

NOTE D — DIVIDENDS

On April 20, 2012, the Company declared a five percent (5%) stock dividend on its outstanding common shares. The 5% stock dividend was paid on May 14, 2012, to shareholders of record as of April 30, 2012. Cash in lieu of fractional shares in the total amount of $1,150 was paid to shareholders based on the last sales price of the common shares on the record date. No dividends were declared or paid in 2011.

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 2012, federal and various state estimated income taxes for tax year 2012, as well as various state income taxes for tax year 2011.

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 $97,000 and $113,000, less than $0.01 per share, for the three months ended June 30, 2012, and 2011, respectively, and approximately $186,000 and $227,000, or approximately $0.01 per share, for the six months ended June 30, 2012, and 2011, respectively.

As of June 30, 2012, there was approximately $180,000 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. Portions of this document that are not statements of historical or current fact are forward-looking statements that involve risk and uncertainties, such as statements of our plans, objectives, expectations, and intentions. The cautionary statements made in this Form 10-Q should be read as applying to all related forward-looking statements wherever they appear in this Form 10-Q. Our actual results could differ materially from those anticipated in the forward-looking statements. Factors that could cause our actual results to differ materially from anticipated results include those discussed in Part II, Item 1A. "RISK FACTORS."

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 "may," "will," "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 the Company's 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 downturn 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 the Company 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 the Company's management, and the Company assumes 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 "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 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.

The Company is 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. During the second quarter of 2012 we operated eight seismic crews in the U.S. We activated two crews in Canada in the early part of June and as a result ended the second quarter with 10 crews operating in North America. Currently we are operating 11 crews, consisting of nine crews in the U.S. and two crews in Canada, where 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, Geo Kinetics, Inc., and CGG-Veritas. These 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, 2012, are not necessarily indicative of a full year's results.

Six Months Ended June 30, 2012, Compared to Six Months Ended June 30, 2011 (Unaudited)

Revenues. Our revenues were $97,429,365 for the six months ended June 30, 2012, compared to $80,462,829 for the same period of 2011, an increase of 21.1%. This increase in revenues was attributable to continued improvement in the North American land seismic acquisition market, increased efficiencies of new wireless recording technology, and our record first quarter in 2012 during which we operated eight crews in the U.S. and seven crews in Canada compared with seven crews in the U.S. and six crews in Canada during the first quarter of 2011.

Cost of services. Our cost of services was $63,559,002 for the six months ended June 30, 2012, compared to $56,219,924 for the same period of 2011, an increase of 13.1%. This increase was primarily attributable to strong revenue growth during the first half of 2012, and by our fielding of two additional crews in the first quarter of 2012 as discussed above. As a percentage of revenues, cost of services was 65.2% for the six months ended June 30, 2012, compared to 69.9% for the same period of 2011. The decrease in cost of services as a percentage of revenues was primarily attributable to strong revenue growth in the North American land seismic acquisition market.

Selling, general, and administrative expenses. Selling, general and administrative expenses ("SG&A") expenses were $4,350,327 for the six months ended June 30, 2012, compared to $4,773,453 for the same period of 2011, a decrease of 8.9%. This decrease was primarily due to $1,100,000 in costs in 2011 related to the terminated merger transaction, partially offset by increased compensation costs for recent staff additions. SG&A expense as a percentage of revenues was 4.5% for the six months ended June 30, 2012, compared with 5.9% for the same period of 2011.

Depreciation and amortization expense. Depreciation and amortization expense was $11,905,511 for the six months ended June 30, 2012, compared to $9,241,426 for the same period of 2011, an increase of 28.8% This increase was primarily attributable to additions of seismic recording equipment, vibration vehicles, and other equipment and vehicles. Depreciation and amortization expense as a percentage of revenues was 12.2% for the six months ended June 30, 2012, compared to 11.5% for the same period of 2011.

Income and loss from operations. Income from operations was $17,614,525 for the six months ended June 30, 2012 compared to $10,228,026 for the same period of 2011. The increase was attributable to an increase in revenues, partially offset by increases in cost of services and depreciation and amortization expenses discussed above. EBITDA increased $10,050,584 to $29,520,036 for the six months ended June 30, 2012, from $19,469,452 for the same period of 2011, an increase of 51.6%. This increase was a result of factors discussed above. For a definition of EBITDA, a reconciliation of EBITDA to net income, and discussion of EBITDA, refer to the section entitled "EBITDA" found below.

Interest expense. Interest expense was $522,638 for the six months ended June 30, 2012, compared to $382,696 for the same period of 2011, an increase of 36.6%. This increase was primarily attributable to our recent purchases of seismic acquisition equipment.

Income tax expense. Income tax expense was $6,681,748 for the six months ended June 30, 2012, compared to $3,494,821 for the same period of 2011. The effective tax rate was 39.1% for the six months ended June 30, 2012, compared to an effective tax rate of 35.5% for the six months ended June 30, 2011, See Note E of Notes to Financial Statements in Item 1.

Three Months Ended June 30, 2012, Compared to Three Months Ended June 30, 2011 (Unaudited)

Revenues. Our revenues were $30,383,957 for the three months ended June 30, 2012, compared to $30,215,516 for the same period of 2011. The flat revenue was due to a comparable number of crews operating in both years. The Company operated eight crews in the U.S. for the entire 2012 second quarter, compared to seven crews at the beginning of the second quarter of 2011, with the addition of an eighth crew during that quarter. The Company had no crews operating in Canada for much of the second quarter, similar to the second quarter of 2011. In June of both years, however, two crews went back into service in Canada.

Cost of services. Our cost of services was $25,010,953 for the three months ended June 30, 2012, compared to $21,950,230 for the same period of 2011, an increase of 13.9%. Due to the large amount of data acquired during our record first quarter of 2012, we incurred substantial clean-up and personnel costs that negatively impacted the gross margin in the second quarter. In addition, late in the quarter we incurred start-up costs for the activation of our ninth U.S. crew, which was not operational until early July. As a percentage of revenues, cost of services was 82.3% for the three months ended June 30, 2012, compared to 72.6% for the same period of 2011.

Selling, general, and administrative expenses. SG&A expenses were $2,050,325 for the three months ended June 30, 2012, compared to $2,272,895 for the same period of 2011, a decrease of 9.8%. This decrease was due to $528,000 in transaction costs incurred in 2011 related to the terminated merger transaction, partially offset by increased compensation costs for recent staff additions. SG&A expense as a percentage of revenues was 6.7% for the three months ended June 30, 2012, compared with 7.5% for the same period of 2011.

Depreciation and amortization expense. Depreciation and amortization expense was $6,182,912 for the three months ended June 30, 2012, compared to $4,778,547 for the same period of 2011, an increase of 29.4%. This increase was primarily attributable to additions of seismic recording equipment, vibration vehicles, and other equipment and vehicles. Depreciation and amortization expense as a percentage of revenues was 20.3% for the three months ended June 30, 2012, compared to 15.8% for the same period of 2011.

Income and loss from operations. Loss from operations was $2,860,233 for the three months ended June 30, 2012, compared to income from operations of $1,213,844 for the same period of 2011. This decrease was primarily attributable higher cost of services and depreciation and amortization expenses discussed above. EBITDA decreased $2,669,712 to $3,322,679 for the three months ended June 30, 2012, from $5,992,391 for the same period of 2011, a decrease of 44.6%. This decrease was a result of those factors mentioned 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 $280,293 for the three months ended June 30, 2012, compared to $191,856 for the same period of 2011, an increase of 46.1%. This increase was primarily attributable to our recent purchases of seismic acquisition equipment.

Income tax expense. Income tax benefit was $1,166,405 for the three months ended June 30, 2012, compared to an income tax expense of $435,213 for the same period of 2011. The effective tax benefit rate was 37.1% for the three months ended June 30, 2012 compared to an effective tax expense rate of 42.6%, for the same period of 2010. See Note E of Notes to Financial Statements in Item 1.

EBITDA

We define EBITDA as net income 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,	
	2012	2011	2012	2011
	(unaudited)		(unaudited)	
Net income (loss)	$ (1,974,121)	$ 586,775	$ 10,410,139	$ 6,350,509
Depreciation and amortization	6,182,912	4,778,547	11,905,511	9,241,426
Interest expense	280,293	191,856	522,638	382,696
Income tax expense (benefit)	(1,166,405)	435,213	6,681,748	3,494,821
EBITDA	$ 3,322,679	$ 5,992,391	$ 29,520,036	$ 19,469,452

Liquidity and Capital Resources

Cash Flows

Cash flows provided by operating activities.

Net cash provided by operating activities was $34,425,053 for the six months ended June 30, 2012, compared to $24,373,937 for the same period of 2011. The $10,051,116 increase to cash flows during the first six months of 2012 from the same period of 2011 was principally attributable to increases in net income, depreciation and amortization expense, accounts payable, billings in excess of cost and estimated earnings on uncompleted contracts, and income taxes payable, which were partially offset by a decrease in accounts receivable.

Working capital decreased $7,579,081 to $12,277,448 as of June 30, 2012, from the December 31, 2011 working capital of $19,856,529. This decrease was primarily due to a $2,464,701 decrease in costs and estimated earnings in excess of billings on uncompleted contracts, an increase in trade accounts payable of $4,294,472, an increase in billings in excess of cost and estimated earnings on uncompleted contracts of $8,230,444, an increase in federal and state income taxes payable of $2,907,740 and an increase in current maturities of notes payable of $4,930,950, partially offset by an $8,513,598 increase in cash and cash equivalents and a $5,210,072 increase in trade accounts receivable.

Cash flows used in investing activities.

Net cash used in investing activities was $20,834,079 for the six months ended June 30, 2012, and $10,899,117 for the six months ended June 30, 2011. This increase was due primarily to an increase in capital expenditures of $11,308,851 resulting from our purchase of additional GSR wireless seismic recording systems and related equipment, replacement vehicles, and seven new vibration vehicles, and partially offset by a $1,373,889 increase in proceeds from the sale of older property and equipment.

Cash flows used in financing activities.

Net cash used in financing activities was $5,067,080 for the six months ended June 30, 2012, and $4,629,309 for the six months ended June 30, 2011. The increase was due primarily to principal payments on notes payable.

Capital expenditures.

During the six months ended June 30, 2012, the Company acquired $39,376,682 of vehicles and equipment, primarily to add to and replace similar vehicles and equipment, purchased new wireless GSR seismic recording channels and equipment, and seven new vibration vehicles. Cash of $22,376,129, two notes payable from commercial banks of $15,201,800, and capital lease obligations from a vehicle leasing company of $1,798,753 were used to finance these acquisitions. Although we do not budget for our capital expenditures, we may purchase additional equipment during 2012 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.

The Company has a revolving credit agreement with a commercial bank. The borrowing limit under the revolving line of credit agreement is $5,000,000 and was renewed on September 16, 2010, and again on September 16, 2011. The revolving line of credit agreement will expire on September 16, 2012. The Company intends 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, 2012, we had no borrowings outstanding under the revolving credit agreement.

At June 30, 2012, the Company had six outstanding notes payable to commercial banks for equipment purchases. The notes have interest rates between 4.50% and 6.35%, are due in monthly installments between $50,170 and $223,437 including interest, have a total outstanding balance of $22,147,119 and are collateralized by equipment. Two notes payable with interest of 6.00% and monthly payments between $55,658 and $88,889 plus interest were paid off in 2011. These notes were collateralized by equipment.

The Company had, at June 30, 2012, two outstanding notes payable to equipment finance companies for equipment purchases. The notes have interest rates between 5.33% and 6.00%, are due in monthly installments between $23,740 and $56,050 plus interest, have a total outstanding balance of $239,371 and are collateralized by equipment. One note payable with interest of 6.38% and a monthly payment of $85,839 plus interest was paid off in 2011. One note payable with interest of 5.75% and a monthly payment of $61,997 plus interest was paid off during March 2012. The notes were collateralized by equipment.

The Company had, at June 30, 2012, three outstanding notes payable to finance companies for corporate insurance. The notes have interest rates between 4.95% and 5.56%, and are due in monthly installments between $17,414 and $302,892 including interest, and have a total outstanding balance of $2,286,502.

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 2012 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 downturn 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, 2012, 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, 2011. 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, 2012.

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, 2011. There have been no new accounting pronouncements during the quarter ended June 30, 2012.

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, 2011, 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 or in other factors during the quarter ended June 30, 2012, 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, 2010, 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.

The following exhibits are included herein:

EXHIBITS INDEX

EXHIBIT NO.	DESCRIPTION
3.1	Restated Articles of Incorporation (with amendment) as filed with the Secretary of State of Texas on June 20, 2003, filed as Exhibit 3.4 to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2003, and incorporated herein by reference.
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.
10.1	Employment Contract by and between TGC Industries, Inc. and Wayne A. Whitener, effective March 1, 2012, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 18, 2012, 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.

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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 thereunto duly authorized.

TGC INDUSTRIES, INC.

Date: August 9, 2012

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

Date: August 9, 2012

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

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*101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

*Filed herewith.

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 9, 2012

/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 9, 2012

/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, 2012 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 9, 2012

/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, 2012 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 9, 2012

/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.