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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of report (date of earliest event reported): October 28, 2011 (October 27, 2011)

**DAWSON GEOPHYSICAL COMPANY**

(Exact name of Registrant as specified in its charter)

**TEXAS**  
(State of incorporation  
or organization)

**001-34404**  
(Commission file number)

**75-0970548**  
(I.R.S. employer identification number)

**508 W. WALL, SUITE 800**  
**MIDLAND, TEXAS**  
(Address of principal executive offices)

**79701**  
(Zip code)

Registrant's telephone number, including area code: (432) 684-3000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.02. Termination of a Material Definitive Agreement.**

As previously reported, on March 20, 2011, Dawson Geophysical Company (“Dawson”), 6446 Acquisition Corp., a wholly-owned subsidiary of Dawson (“Merger Sub”), and TGC Industries, Inc. (“TGC”) entered into an Agreement and Plan of Merger (as amended by Amendment to Agreement and Plan of Merger, dated August 23, 2011, the “Merger Agreement”). Pursuant to the terms of the Merger Agreement, Merger Sub would have merged with and into TGC, with TGC continuing as the surviving entity and a wholly owned subsidiary of Dawson.

Pursuant to the terms of the Merger Agreement, TGC shareholders were to have received 0.188 shares of Dawson common stock, par value \$0.331/3 per share (“Dawson Common Stock”), for every one share of TGC common stock, par value \$0.01 per share (“TGC Common Stock”), if the average of the volume weighted average price (“VWAP”) of Dawson Common Stock on the NASDAQ during the 10 consecutive trading days ending on October 25, 2011 was equal to or greater than \$32.54 but less than or equal to \$52.54. Since the 10-day average of Dawson’s VWAP on October 25, 2011 was not within the designated range, Dawson and TGC engaged in discussions and exchanged letters concerning possible adjustments to the merger exchange ratio of Dawson Common Stock for TGC Common Stock prior to and on October 26 and 27, 2011. However, the parties were unable to reach agreement regarding an adjustment to the exchange ratio and TGC terminated the Merger Agreement.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On October 27, 2011, Dawson held a special meeting of shareholders to (i) approve the issuance of shares of Dawson Common Stock to shareholders of TGC pursuant to the Merger Agreement and (ii) approve adjournments of the Dawson special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Dawson special meeting to approve the foregoing proposal.

Dawson’s shareholders approved both matters. The following is a summary of the voting results for each matter presented to Dawson shareholders:

*Approval of the issuance of shares of Dawson Common Stock to shareholders of TGC pursuant to the Merger Agreement:*

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
6,085,725	29,971	4,501

There were no broker non-votes on this proposal.

*Approval of the adjournments of the Dawson special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Dawson special meeting to approve the foregoing proposal:*

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
5,856,565	259,680	3,953

There were no broker non-votes on this proposal.

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**Item 8.01. Other Events.**

On October 28, 2011, Dawson issued a press release relating to the termination of the Merger Agreement. A copy of the press release is included herein as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated October 28, 2011.

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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.

DAWSON GEOPHYSICAL COMPANY

Date: October 28, 2011

By: /s/ Christina W. Hagan

Christina W. Hagan  
Executive Vice President, Secretary and  
Chief Financial Officer

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## INDEX TO EXHIBITS

Exhibit  
Number

Description

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99.1 Press release dated October 28, 2011.

**NEWS RELEASE**

Dawson Geophysical Company  
508 West Wall, Suite 800  
Midland, TX 79701



**DAWSON GEOPHYSICAL ANNOUNCES  
TERMINATION OF MERGER AGREEMENT**

MIDLAND, Texas, October 28, 2011/PR Newswire/ —Dawson Geophysical Company (Dawson) (NASDAQ: DWSN) today announced that TGC Industries, Inc. (TGC) (NASDAQ: TGE) has terminated the definitive merger agreement pursuant to which Dawson would have acquired TGC in a tax-free stock-for-stock transaction.

As of the result of the 10-day volume weighted average price for Dawson's stock as of October 25, 2011 falling outside the designated range specified in the merger agreement, Dawson and TGC engaged in discussions and exchanged letters concerning possible adjustments to the merger exchange ratio of Dawson stock for TGC stock prior to and on October 26 and 27, 2011. However, the parties were unable to reach agreement regarding an adjustment to the exchange ratio.

At the special shareholders meeting held by each of the companies on October 27, 2011, the transaction received strong support from both Dawson's and TGC's shareholders. At Dawson's special meeting, the merger proposal was adopted with the affirmative vote of approximately 77% of Dawson's outstanding shares, including the affirmative vote of approximately 97% of the shares voted at the meeting. Dawson has been advised by TGC that the merger proposal received the affirmative vote of approximately 76% of TGC's outstanding shares, slightly under the 80% level required in TGC's charter documents to complete the merger.

Stephen Jumper, President and Chief Executive Officer of Dawson, said: "We are disappointed that unanticipated regulatory delays in processing the transaction did not permit us to bring the transaction to a vote prior to the August 31, 2011 date originally specified in the merger agreement until after our stock price fell outside the designated range specified in the merger agreement as a result of the overall stock market declines of the past few months. We are also disappointed that we were unable to reach closure with TGC on an enhanced merger exchange ratio despite our efforts over several days to do so."

Jumper concluded: "Dawson remains committed to growing its revenue and earnings and the breadth of capabilities required to maintain its position as a leader in the onshore seismic data acquisition industry, as we have over our almost 60 year history. We have a strong order book based on continuing exploration activity by our clients throughout the United States. We will continue to execute our strategy of expanding our client base and service offerings, growing our

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capabilities to serve the rapidly developing needs of our clients, and evaluating our opportunities in North America.”

### **About Dawson**

Dawson Geophysical Company is the leading provider of U.S. onshore seismic data acquisition services as measured by the number of active data acquisition crews. Founded in 1952, Dawson acquires and processes 2-D, 3-D and multi-component seismic data solely for its clients, ranging from major oil and gas companies to independent oil and gas operators as well as providers of multi-client data libraries.

### **Cautionary Statement Regarding Forward-Looking Statements**

In accordance with the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995, Dawson Geophysical Company cautions that statements in this press release which are forward-looking and which provide other than historical information involve risks and uncertainties that may materially affect the Company’s actual results of operations. These risks include but are not limited to, the volatility of oil and natural gas prices, disruptions in the global economy, dependence upon energy industry spending, cancellations of service contracts, high fixed costs of operations, weather interruptions, inability to obtain land access rights of way, industry competition, limited number of customers, credit risk related to our customers, asset impairments, the availability of capital resources and operational disruptions. A discussion of these and other factors, including risks and uncertainties, is set forth in the Company’s Form 10-K for the fiscal year ended September 30, 2010. Dawson Geophysical Company disclaims any intention or obligation to revise any forward-looking statements, whether as a result of new information, future events or otherwise.