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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0000866609	INPUT OUTPUT INC		<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
ION GEOPHYSICAL CORP			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
ION GEOPHYSICAL CORP		2105 CITYWEST BLVD		SUITE 400	
City	State/Province/Country	ZIP/PostalCode			
HOUSTON	TEXAS	77042-2839	281.933.3339		

3. Related Persons

Last Name	First Name	Middle Name
Hanson	R. Brian	
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

President and Chief Executive Officer and Director

Last Name	First Name	Middle Name
Bate	Steven	A.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Executive Vice President and Chief Financial Officer

Last Name	First Name	Middle Name
Williamson	Kenneth	G.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Executive Vice President and Chief Operating Officer, E&P Technology & Services

Last Name	First Name	Middle Name
Usher	Christopher	T.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Executive Vice President and Chief Operating Officer, E&P Operations Optimization

Last Name	First Name	Middle Name
Seely	Jamey	S.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Executive Vice President, General Counsel and Corporate Secretary

Last Name	First Name	Middle Name
Hulme	Colin	T.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Executive Vice President, Ocean Bottom Services

Last Name	First Name	Middle Name
Schwausch	Scott	P.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Vice President and Corporate Controller

Last Name	First Name	Middle Name
Lapeyre, Jr.	James	M.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chairman

Last Name	First Name	Middle Name
Barr	David	H.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Huimin	Hao	
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Jennings	Michael	C.
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Myers	Franklin	
Street Address 1	Street Address 2	
2105 City West Boulevard	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042-2839
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Nelson, Jr.
Street Address 1
 2105 City West Boulevard
City
 Houston

S. James
Street Address 2
 Suite 400
State/Province/Country
 TEXAS
ZIP/PostalCode
 77042-2839

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name
 Seitz
Street Address 1
 2105 City West Boulevard
City
 Houston

First Name
 John
Street Address 2
 Suite 400
State/Province/Country
 TEXAS

Middle Name
 N.
ZIP/PostalCode
 77042-2839

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
 - Yes
 - No
- Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
- X Oil & Gas
- Other Energy

- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
- REITS & Finance
- Residential
- Other Real Estate

- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
X Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

7. Type of Filing

X New Notice Date of First Sale 2016-04-25 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
X Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$2,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Oppenheimer & Co. Inc.	249	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	X None
None	None	

Street Address 1

Street Address 2

85 Broad Street

City State/Province/Country

ZIP/Postal Code

New York NEW YORK 10004

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US

CALIFORNIA

DELAWARE
FLORIDA
ILLINOIS
LOUISIANA
MASSACHUSETTS
MISSOURI
NEW HAMPSHIRE
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
OREGON
TEXAS
WISCONSIN

13. Offering and Sales Amounts

Total Offering Amount \$189,332,500 USD or Indefinite
Total Amount Sold \$145,441,786 USD
Total Remaining to be Sold \$43,890,714 USD or Indefinite

Clarification of Response (if Necessary):

Exchanged ~ \$120.5M of 9.125% Sen Sec 2nd Priority Notes due 2021 and ~1.2M shares of common stock for ~\$120.5M of outstanding 8.125% Sen Sec 2nd Priority Notes due 2018 ("Existing Notes") and purchased ~\$26.9M of Existing Notes for ~\$15M cash.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$3,250,000 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ION GEOPHYSICAL CORP	/s/ Jamey S. Seely	Jamey S. Seely	Executive Vice President, General Counsel and Corp Secretary	2016-05- 03

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.