

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 6, 2019**

ION Geophysical Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction of incorporation)

1-12691

(Commission file number)

22-2286646

(I.R.S. Employer Identification No.)

**2105 CityWest Blvd., Suite 100 Houston,
Texas**

(Address of principal executive offices)

77042-2855

(Zip Code)

Registrant's telephone number, including area code: **(281) 933-3339**

N/A

(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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common

Trading Symbol(s)

IO

Name of each exchange on which registered

New York Stock Exchange (NYSE)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 6, 2019, ION Geophysical Corporation (the “Company”) issued the attached press release announcing the election of Ms. Tina Winger to the Board of Directors of the Company (the “Board”) and her appointment to the Audit Committee of the Board, effective June 7, 2019. Ms. Winger was elected as a Class III Director, for a term commencing on June 7, 2019, and expiring at the 2020 annual meeting of the Company’s stockholders or until her successor shall have been elected and qualified or her earlier resignation or removal.

Also effective June 7, 2019, the Company announced Mr. David H. Barr’s resignation from the Audit Committee of the Board. (Mr. Barr continues to serve on the Board.)

Ms. Winger, age 50, is Controller at Next Wave Energy Partners, LP, an independent energy company focused on midstream and downstream petrochemical and fuels assets. Since 2010, Ms. Winger has also served as the CFO, a member of the Board of Directors and Chairman of the Finance committee for The Micah Project, a non-profit organization focused on at-risk young men in Honduras. From 2005 to 2010, Ms. Winger was the Chief Accounting Officer and Vice President of Accounting of Plains All American Pipeline, LP, a Fortune 100 company listed on the NYSE which had approximately \$25 billion in annual revenues and \$4 billion of market cap during her tenure. She also served as their Controller from 2000 to 2005. From 1997 to 2000, Ms. Winger lived in Venezuela and served as a consultant to Conoco de Venezuela S.A. on their exploration project in La Ceiba. From 1994 to 1997, she was the Controller of Plains Resources Inc., an oil and gas exploration and production company. From 1991 to 1994, she was with Arthur Andersen & Co. where she worked in their oil and gas audit practice in New Orleans and the surrounding areas. She holds a Bachelor of Science degree in Management with a concentration in accounting from Tulane University.

There are no arrangements or understandings between Ms. Winger and any other persons, pursuant to which she was appointed to the office described above and no family relationships among any of the Company’s directors or executive officers and Ms. Winger. Ms. Winger does not have any direct or indirect interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits

<i>Exhibit Number</i>	<i>Description</i>
99.1	Press release dated June 6, 2019

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.

Date: June 10, 2019

ION GEOPHYSICAL CORPORATION

By: /s/ MATTHEW POWERS

Matthew Powers

Executive Vice President, General Counsel
and Corporate Secretary

ION announces new appointment to its Board of Directors

HOUSTON - June 6, 2019 - ION Geophysical Corporation (NYSE: IO) today announced the election of Ms. Tina Wininger to its Board of Directors, and her appointment to the Audit Committee of the Board, effective June 7, 2019. Ms. Wininger is currently Controller at Next Wave Energy Partners. She is a successful corporate executive with over 20 years' experience in energy, spanning upstream, midstream and downstream sectors as well as petrochemicals. While her primary responsibility has been public company accounting and reporting, Ms. Wininger has also participated in establishing corporate vision, strategy and goals as a member of senior management, and been instrumental in realizing those goals in various ways including the integration of numerous acquired businesses and related capital raising activities. Ms. Wininger holds a Bachelor of Science degree in Management from Tulane University.

"On behalf of ION and our Board of Directors, I am pleased to welcome Ms. Wininger to the Board," said Jay Lapeyre, Chairman of the Board. "Ms. Wininger brings a wealth of industry knowledge, financial acumen and management experience to the team. She joins ION at a pivotal moment and we look forward to her contribution to ION as we embrace digitalization and harness data to empower smarter decision-making."

About ION

ION develops and leverages innovative technologies, creating value through data capture, analysis and optimization to enhance critical decision-making, enabling superior returns. For more information, visit iongeo.com.

Contacts

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The information herein contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements may include information and other statements that are not of historical fact. Actual results may vary materially from those described in these forward-looking statements. All forward-looking statements reflect numerous assumptions and involve a number of risks and uncertainties. These risks and uncertainties include the risks associated with the timing and development of ION Geophysical Corporation's products and services; pricing pressure; decreased demand; changes in oil prices; and political, execution, regulatory, and currency risks. These risks and uncertainties also include risks associated with the WesternGeco litigation and other related proceedings. We cannot predict the outcome of this litigation or the related proceedings. For additional information regarding these various risks and uncertainties, including the WesternGeco litigation, see our Form 10-K for the year ended December 31, 2018, filed on February 8, 2019. Additional risk factors, which could affect actual results, are disclosed by the Company in its filings with the Securities and Exchange Commission ("SEC"), including its Form 10-K, Form 10-Qs and Form 8-Ks filed during the year. The Company expressly disclaims any obligation to revise or update any forward-looking statements.