

**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): May 18, 2022

---

**ION Geophysical Corporation**

(Exact name of registrant as specified in its charter)

---

**Delaware  
(State or other jurisdiction  
of Incorporation)**

**1-12691  
(Commission  
file number)**

**22-2286646  
(I.R.S. Employer  
Identification No.)**

**4203 Yoakum Blvd., Suite 100, Houston, Texas 77006  
(Address of principal executive offices, zip code)**

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

---

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:

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	IO	New York Stock Exchange

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

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 2.04. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on April 18, 2022, ION Geophysical Corporation (the “Company”) was notified by the New York Stock Exchange (the “NYSE”) that, as the Company had not timely filed its Form 10-K for calendar year 2021, the NYSE would closely monitor the status of the Company’s late filing and related public disclosures for up to a six-month period from its due date, but that the NYSE could commence delisting proceedings at any time during that six-month period if circumstances warranted.

On May 18, 2022, the NYSE notified the Company that the staff of NYSE Regulation determined to commence proceedings to delist the common stock of the Company from the NYSE. Trading in the Company’s common stock was suspended after market close on the NYSE on May 18, 2022.

NYSE Regulation indicated that it reached its decision to delist the Company’s common stock pursuant to Section 802.01B of the NYSE’s Listed Company Manual because the Company had fallen below the NYSE’s continued listing standard requiring listed companies to maintain an average global market capitalization over a consecutive 30 trading day period of at least \$15,000,000.

The Company has a right to a review of this determination by a Committee of the Board of Directors of the NYSE. NYSE Regulation indicated that they will apply to the Securities and Exchange Commission to delist the Company’s common stock upon completion of all applicable procedures, including any appeal by the Company of the NYSE Regulation staff’s decision.

The Company’s common stock may be quoted and traded on the OTC Expert Market<sup>SM</sup> under the trading symbol IOGPQ.

### ***Forward Looking Statements***

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 Company’s ability to consummate the Restructuring Transactions; the Company’s ability to obtain Bankruptcy Court approval with respect to motions or other requests made to the Bankruptcy Court; the ability of the Company to confirm and consummate the Plan; the Company’s ability to comply with the milestones set forth in the Restructuring Support Agreement; the effects of the Chapter 11 Cases on the Company’s liquidity or results of operations or business prospects; the effects of the Chapter 11 Cases on the Company’s business and the interests of various constituents; the length of time that the Company will operate under Chapter 11 protection; risks associated with third-party motions in the Chapter 11 Cases; increased levels of employee attrition during the Chapter 11 Cases; the impacts of the Company’s delisting by the NYSE; the risks associated with the timing and development of ION Geophysical Corporation’s products and services; pricing pressure; decreased demand; changes in oil prices; agreements made or adhered to by members of OPEC and other oil producing countries to maintain production levels; the COVID-19 pandemic; the ultimate benefits of our completed restructuring transactions; political, execution, regulatory, and currency risks; the outcome or changes, if any, of our consideration of various strategic alternatives; and the impact to our liquidity in the current uncertain macroeconomic environment, including the war in Ukraine. For additional information regarding these various risks and uncertainties, see our Form 10-K for the year ended December 31, 2020, filed on February 12, 2021, and our Forms 10-Q for the quarters ended March 31, 2021, June 30, 2021, and September 30, 2021, filed on May 6, 2021, August 12, 2021, and November 3, 2021, respectively. 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.

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

(d) Exhibits

### **Exhibit**

#### **Number   Description**

[99.1](#)   [Press Release, dated May 18, 2022](#)

104   Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

---

## 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.

### ION GEOPHYSICAL CORPORATION

By: /s/ Matthew Powers  
Matthew Powers  
Executive Vice President, General Counsel and  
Corporate Secretary

Date: May 19, 2022



## ION receives notice of delisting proceedings from NYSE

**HOUSTON – May 18, 2021** – ION Geophysical Corporation (NYSE:IO) announced today that it has received a notice from the New York Stock Exchange (“NYSE”, the “Exchange”) that the staff of NYSE Regulation has determined to commence proceedings to delist the common stock of ION Geophysical Corporation (the “Company”) — ticker symbol IO — from the Exchange. NYSE Regulation reached its decision to delist the common stock pursuant to Listed Company Manual Section 802.01B, because the Company had fallen below the NYSE’s continued listing standard requiring listed companies to maintain a minimum average global market capitalization over a consecutive 30 trading day period of at least \$15 million. Trading in the Company’s common stock was suspended after market close on the NYSE on May 18, 2022.

The Company expects that the Company’s common stock will be quoted on the OTC Expert Market<sup>SM</sup>.

### About ION

Leveraging innovative technologies, ION delivers powerful data-driven decision-making to offshore energy and maritime operations markets, enabling clients to optimize investments and results through access to our data, software and distinctive analytics. Learn more at [iongeo.com](http://iongeo.com).

### Contacts

#### ION (Investor relations)

Executive Vice President and Chief Financial Officer  
Mike Morrison, +1 281.933.3339  
[mike.morrison@iongeo.com](mailto:mike.morrison@iongeo.com)

#### ION (Investor relations)

Vice President, Investor Relations  
Sharon Wang-Stockton, +1 281.933.3339  
[sharon.wang-stockton@iongeo.com](mailto:sharon.wang-stockton@iongeo.com)

*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 Company’s ability to consummate the restructuring transactions; the Company’s ability to obtain Bankruptcy Court approval with respect to motions or other requests made to the Bankruptcy Court; the ability of the Company to confirm and consummate the Plan; the Company’s ability to comply with the milestones set forth in the Restructuring Support Agreement; the effects of the Chapter 11 Cases on the Company’s liquidity or results of operations or business prospects; the effects of the Chapter 11 Cases on the Company’s business and the interests of various constituents; the length of time that the Company will operate under Chapter 11 protection; risks associated with third-party motions in the Chapter 11 Cases; increased levels of employee attrition during the Chapter 11 Cases; the impacts of the Company’s delisting by the NYSE; the risks associated with the timing and development of ION Geophysical Corporation’s products and services; pricing pressure; decreased demand; changes in oil prices; agreements made or adhered to by members of OPEC and other oil producing countries to maintain production levels; the COVID-19 pandemic; the ultimate benefits of our restructuring transactions; political, execution, regulatory, and currency risks; the outcome or changes, if any, of our consideration of various strategic alternatives; and the impact to our liquidity in the current uncertain macroeconomic environment, including the war in Ukraine. For additional information regarding these various risks and uncertainties, see our Form 10-K for the year ended December 31, 2020, filed on February 12, 2021, and our Forms 10-Q for the quarters ended March 31, 2021, June 30, 2021, and September 30, 2021, filed on May 6, 2021, August 12, 2021, and November 3, 2021, respectively. 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.*