

INPUT OUTPUT INC  
Form 8-K  
May 03, 2004

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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): **May 3, 2004**

**Input/Output, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-12961</b> (Commission File Number)	<b>22-2286646</b> (IRS Employer Identification No.)
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<b>12300 Parc Crest Dr.</b> <b>Stafford, TX</b> (Address of principal executive offices)	<b>77477</b> (Zip Code)
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Registrant's telephone number, including area code: **(281) 933-3339**

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Press Release dated May 3, 2004

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***Item 5. Other Events.***

On May 3, 2004, Input/Output, Inc. (the Company) announced that the Securities and Exchange Commission had declared effective the Company's shelf registration statement on Form S-3, which covers resales of the Company's 5.50% Convertible Senior Notes due 2008 and its shares of common stock issuable upon conversion of the notes. A copy of the Company's press release announcing the declaration of effectiveness is attached as Exhibit 99.1 to this Current Report on Form 8-K.

***Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.***

- (c) Exhibits.
- 99.1 Press Release, dated May 3, 2004.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 3, 2004

INPUT/OUTPUT, INC.  
(Registrant)

By: /s/ J. Michael Kirksey  
Name: J. Michael Kirksey  
Title: Executive Vice President and  
Chief Financial Officer

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<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release, dated May 3, 2004.