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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported):** February 4, 2019

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**ION Geophysical Corporation**  
(Exact Name of Registrant as Specified in Charter)

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**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 77042-2855**  
(Address of principal executive offices, including Zip Code)

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

**(Former Name or Former Address, if Changed Since Last Report)**

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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))

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.

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### **Item 1.01 Entry into a Material Definitive Agreement**

On February 4, 2019, ION Geophysical Corporation (the “Company”) extended the expiration date of certain warrants, which were originally issued to certain holders on February 21, 2018 (the “Warrants”), to purchase up to 1,820,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). The Warrants, which would otherwise expire on March 21, 2019, are exercisable into Common Stock at an exercise price of \$33.60 per share. The Warrants have been amended by extending the expiration date by one year from March 21, 2019 to March 21, 2020 (the “Warrant Amendment”). The form of the Amendment to the Warrant to Purchase Common stock, filed herewith as Exhibit 10.1, is incorporated herein by reference.

### **Item 3.03 Material Modification to Rights of Security Holders.**

The description of the Warrant Amendment described in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

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

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
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10.1	<a href="#"><u>Form of First Amendment to Warrant to Purchase Common Stock, dated as of February 4, 2019</u></a>
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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.

Date: February 8, 2019

### ION GEOPHYSICAL CORPORATION

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

**FIRST AMENDMENT TO  
WARRANT TO PURCHASE COMMON STOCK**

This **FIRST AMENDMENT TO WARRANT TO PURCHASE COMMON STOCK** (this "Amendment"), dated as of February 4, 2019 (the "Effective Date"), is issued by **ION GEOPHYSICAL CORPORATION**, a Delaware corporation (the "Company"), in favor of the holder (the "Holder") of the Warrant (as defined below). Capitalized terms used but not defined in this Amendment shall have the meanings that are set forth in the Warrant.

**RECITALS**

**WHEREAS**, the Company issued a Warrant to Purchase Common Stock, dated as of February 21, 2018, which entitles the Holder to purchase shares of Common Stock of the Company pursuant to the terms and conditions therein (as amended, modified, supplemented, or restated from time to time, the "Warrant"); and

**WHEREAS**, the Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to extend the Expiration Date of the Warrant on the terms set forth herein.

**AMENDMENT**

1. Amendment to Warrant. The definition of "Expiration Date" as found in Section 16(l) of the Warrant is hereby amended by deleting the reference to "March 21, 2019" therein and replacing such reference with "March 21, 2020".
2. Effectiveness. This Amendment shall be effective as of the Effective Date.
3. Effect. The terms and provisions of the Warrant and all other documents and instruments relating and pertaining to the Warrant shall continue in full force and effect, except as amended hereby. In the event of any conflict between the provisions of the Warrant and the provisions of this Amendment, the provisions of this Amendment shall control.
4. Governing Law. This Amendment, and all matters arising directly or indirectly herefrom, are to be construed and enforced in accordance with and shall be governed by the internal laws of the State of New York without giving effect to any choice of law or conflict of law provision or rule (whether of the State of New York or any other jurisdictions) that would cause the application of the laws of any jurisdictions other than the State of New York.

**IN WITNESS WHEREOF**, the Company has caused this Amendment to be duly executed as of the Effective Date set out above.

**ION GEOPHYSICAL CORPORATION**

By: /s/ R. Brian Hanson

Name: R. Brian Hanson

Title: President and Chief Executive Officer