

VERITAS DGC INC
Form DEFA14A
November 20, 2006

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): **November 20, 2006**

Veritas DGC Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-7427
(Commission
File Number)

76-0343152
(I.R.S. Employer
Identification No.)

10300 Town Park Drive
Houston, Texas
(Address of Principal Executive Offices)

77072
(Zip Code)

Registrant's telephone number, including area code: **(832) 351-8300**

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

Item 8.01 Other Events

On November 20, 2006, the registrant issued a press release announcing that the Committee on Foreign Investment in the United States (CFIUS) has concluded its review relating to the previously announced merger agreement whereby Compagnie Générale de Géophysique will acquire the registrant. A copy of the press release is attached as Exhibit 99.1.

Exhibit 99.1 may be considered to be soliciting material and is included herein pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).

Item 9.01 Financial Statements and Exhibits

(c) Exhibit

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press release issued November 20, 2006 |

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.

VERITAS DGC INC.

Date: November 20, 2006

By: /s/ Larry L. Worden
Name: Larry L. Worden
Title: Vice President, General Counsel and
Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
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