

OMNI ENERGY SERVICES CORP

Form 8-K

June 29, 2006

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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): June 29, 2006 (June 27, 2006)

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**OMNI ENERGY SERVICES CORP.**

*(Exact name of registrant as specified in its charter)*

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**LOUISIANA**  
*(State or other jurisdiction*

*of incorporation)*

**0-23383**  
*(Commission File Number)*

**4500 NE Interstate 49**

**Carencro, Louisiana 70520**

*(Address of principal executive offices) (Zip Code)*

**(337) 896-6664**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

**72-1395273**  
*(I.R.S. Employer*

*Identification No.)*

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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 (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))
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Item 8.01. Other Events.

On June 27, 2006, OMNI Energy Services Corp. ( OMNI ) announced the execution of a non-binding letter of intent (the Letter of Intent ) for the acquisition of Rig Tools, Inc. ( Rig Tools ), a leading Gulf Coast lessor of oilfield equipment and provider of specialized oilfield and environmental services.

Subject to the terms and conditions of the Letter of Intent, OMNI will purchase 100% of the issued and outstanding capital stock of Rig Tools for a purchase price of \$14.0 million, more specifically described as a combination of \$10.0 million of cash and \$4.0 million of convertible promissory notes, plus certain assumed bank debt. Completion of the acquisition is subject to finalization of due diligence satisfactory to OMNI, negotiation of a definitive purchase agreement with terms acceptable to both parties, and approval of the transaction by OMNI's lenders and Board of Directors. Closing is expected during the fourth quarter of 2006.

The press release announcing signing of the Letter of Intent is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release dated June 27, 2006 issued by OMNI.

**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.

OMNI ENERGY SERVICES CORP.

Dated: June 29, 2006

By: */s/ G. Darcy Klug*  
G. Darcy Klug  
Executive Vice President