

VERITAS DGC INC  
Form 424B3  
March 26, 2001

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Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-56668

PROSPECTUS SUPPLEMENT  
(TO PROSPECTUS DATED MARCH 16, 2001)

[VERITAS LOGO]

VERITAS DGC INC.

1,137,467 SHARES OF COMMON STOCK, PAR VALUE \$.01 PER SHARE

This document supplements the Prospectus dated March 16, 2001 relating to 1,137,467 shares of our common stock, par value \$.01 per share. The selling stockholders named in the Prospectus and in this Prospectus Supplement hold the shares of common stock being offered. This Prospectus Supplement is incorporated by reference into the Prospectus, and all terms used herein shall have the meaning assigned to them in the Prospectus. On March 22, 2001 the last sale price of our common stock on the New York Stock Exchange was \$29.73. Our common stock is listed on the New York Stock Exchange under the trading symbol "VTS" and on the Toronto Stock Exchange under the symbol "VER."

We have been informed that Altira Technology Fund I, LLC and Altira Technology Fund II LLC, two of the selling stockholders named in the Prospectus, have transferred 79,967 shares and 261,900 shares, respectively, to their fund investors as reflected in this Prospectus Supplement. This Prospectus Supplement amends the table on pages 7 and 8 of the Prospectus to add those fund investors as selling stockholders beneficially owning, and offering hereby, a total of 341,867 shares of our common stock, as described on the following page. In addition, Altira Technology Fund I, LLC and Altira Technology Fund II LLC may transfer the 7,589 shares and 24,846 shares, respectively, retained by them to the same fund investors listed herein, on a pro rata basis, which shares, if so transferred, those fund investors may also offer hereby.

SEE "RISK FACTORS," WHICH BEGINS ON PAGE 4 OF THE ACCOMPANYING PROSPECTUS, FOR CERTAIN INFORMATION THAT YOU SHOULD CONSIDER BEFORE INVESTING IN THE COMMON STOCK.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION OR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THE SECURITIES TO BE DISTRIBUTED UNDER THE PROSPECTUS AND THIS PROSPECTUS SUPPLEMENT OR PASSED UPON THE ACCURACY OR ADEQUACY OF THE PROSPECTUS OR THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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THE DATE OF THIS PROSPECTUS SUPPLEMENT IS MARCH 26, 2001.

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Altira Technology Fund I, LLC transferees:

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| Name<br>-----                 | Number of Shares of<br>Common Stock<br>Beneficially Owned<br>Prior to the Offering(1)<br>----- | Number of<br>Shares Being<br>Offered<br>----- |
|-------------------------------|------------------------------------------------------------------------------------------------|-----------------------------------------------|
| Altira Group LLC              | 13,691                                                                                         | 13,691                                        |
| Elisabeth C. Dudley           | 4,043                                                                                          | 4,043                                         |
| Frederic C. Hamilton          | 7,032                                                                                          | 7,032                                         |
| Greenhouse Associates         | 16,167                                                                                         | 16,167                                        |
| Article Twelfth Trust         | 8,080                                                                                          | 8,080                                         |
| John F. Greene                | 3,234                                                                                          | 3,234                                         |
| Labyrinth Enterprises, LLC    | 1,617                                                                                          | 1,617                                         |
| Oil Tech Partnership          | 8,080                                                                                          | 8,080                                         |
| Peter L. Edwards              | 239                                                                                            | 239                                           |
| Superior Partners, Ltd.       | 16,167                                                                                         | 16,167                                        |
| Thomas A. Petrie              | 1,617                                                                                          | 1,617                                         |
| Altira Technology Fund I, LLC | 7,589                                                                                          | 7,589                                         |
| Total                         | 87,556                                                                                         | 87,556                                        |

Altira Technology Fund II LLC transferees:

| Name<br>-----                                | Number of Shares of<br>Common Stock<br>Beneficially Owned<br>Prior to the Offering(1)<br>----- | Number of<br>Shares Being<br>Offered<br>----- |
|----------------------------------------------|------------------------------------------------------------------------------------------------|-----------------------------------------------|
| Altira Group LLC                             | 19,257                                                                                         | 19,257                                        |
| AL Partners                                  | 9,191                                                                                          | 9,191                                         |
| Cicely d'A. Angleton                         | 6,127                                                                                          | 6,127                                         |
| Barbara Oil Company                          | 24,510                                                                                         | 24,510                                        |
| Bolsa Partners IV                            | 12,255                                                                                         | 12,255                                        |
| Elisabeth C. Dudley                          | 3,063                                                                                          | 3,063                                         |
| Article Twelfth Trust                        | 6,127                                                                                          | 6,127                                         |
| George J. Fillis                             | 612                                                                                            | 612                                           |
| William T. Grant Foundation, Inc.            | 24,510                                                                                         | 24,510                                        |
| John F. Greene                               | 2,451                                                                                          | 2,451                                         |
| Greenhouse Associates                        | 12,255                                                                                         | 12,255                                        |
| Frederic C. Hamilton                         | 24,510                                                                                         | 24,510                                        |
| HFC Altira, L.P.                             | 24,510                                                                                         | 24,510                                        |
| John O. Lyles                                | 2,451                                                                                          | 2,451                                         |
| James R. Newell                              | 612                                                                                            | 612                                           |
| Oil Tech Jr. Partnership                     | 6,127                                                                                          | 6,127                                         |
| Thomas A. Petrie                             | 2,451                                                                                          | 2,451                                         |
| John M. Reynolds Revocable Trust             | 612                                                                                            | 612                                           |
| Godfrey S. Rockefeller "C" Trust             | 3,063                                                                                          | 3,063                                         |
| The Trustees of the Ronald Family<br>Trust B | 24,510                                                                                         | 24,510                                        |
| H. Leighton Steward                          | 612                                                                                            | 612                                           |
| Robert G. Stone, Jr.                         | 3,063                                                                                          | 3,063                                         |
| Superior Partners, Ltd.                      | 12,255                                                                                         | 12,255                                        |
| Ultrabridge Limited                          | 36,766                                                                                         | 36,766                                        |
| Altira Technology Fund II LLC                | 24,846                                                                                         | 24,846                                        |

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|       |         |         |
|-------|---------|---------|
| Total | 286,746 | 286,746 |
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- (1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities.
- (2) Assumes each selling stockholder sells all of the shares of common stock offered under this prospectus.

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