

CGGVERITAS SERVICES HOLDING (U.S.) INC.

Form S-4

September 22, 2009

As filed with the Securities and Exchange Commission on September 21, 2009

Registration No. 333-[]

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORMS F-4* and S-4*

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Compagnie Générale de Géophysique-Veritas

(Exact Name of Registrant as Specified in its Charter)

CGG Veritas

(Translation of Registrant's Name Into English)

Republic of France

*(State or Other Jurisdiction of
Incorporation or Organization)*

1382

*(Primary Standard Industrial
Classification Code Number)*

74-1734402

(I.R.S. Employer Identification No.)

Tour Maine Montparnasse

33 avenue de Maine

BP 191

75755 Paris Cedex 15

France

+33 1 64 47 45 00

*(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)*

CT Corporation System

111 Eighth Avenue

New York, New York 10011

(212) 894-8400

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Beatrice Place-Faget

Corporate General Counsel

Compagnie Générale de Géophysique Veritas

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earliest effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Senior Note(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
9 1/2% Senior Notes due 2016 Guarantees of 9 1/2% Senior Notes due 2016(3)	\$350,000,000	100%	\$350,000,000	\$19,530.00
	\$350,000,000			(4)

(1) The notes being registered are being offered in exchange for 9 1/2% Senior Notes due 2016 previously sold in transactions exempt from registration under the Securities Act. The registration fee was computed based on the face value of the 9 1/2% Senior Notes due 2016 solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act.

(2) Calculated pursuant to Rule

457(f) under the Securities Act of 1933.

- (3) The 9¹/₂% Senior Notes due 2016 are unconditionally guaranteed, on a joint and several basis, by certain subsidiaries on a senior unsecured basis. No separate consideration will be paid in respect of these guarantees. See inside facing page for the registrant guarantors.
- (4) Pursuant to Rule 457(n) under the Securities Act, no registration fee is required with respect to the guarantees.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants will file a further amendment which specifically states that this Registration Statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement will become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Additional Registrants

Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Principal	State or Other Jurisdiction of	I.R.S. Employer Identification
Executive Offices	Incorporation	No.
Alitheia Resources Inc. 10300 Town Park Drive Houston, Texas 77072 (832) 351 8300	Delaware	56 - 2475147
CGG Americas Inc. 16430 Park Ten Place Houston, Texas 77084 (281) 646 2400	Texas	74 - 1596771
CGG Canada Services Ltd. 450, 808-4th Avenue SW Calgary, Alberta TP3 E8 Canada (403) 266 1011	Alberta, Canada	
CGG Marine Resources Norge A/S OH Bangs Vei 70 N-1363 Høvik Norway +47 67 11 34 72	Norway	
CGGVeritas Land (U.S.) Inc. 10300 Town Park Drive Houston, Texas 77072 (832) 351 8300	Delaware	76 - 0542437
CGGVeritas Services (U.S.) Inc. 10300 Town Park Drive Houston, Texas 77072 (832) 351 8300	Delaware	20 - 8026762
CGGVeritas Services Holding (U.S.) Inc. 10300 Town Park Drive Houston, Texas 77072 (832) 351 8300	Delaware	74 - 1813790
CGGVeritas Services Holding B.V. Zuidplein 36, 1077 XV Amsterdam, The Netherlands +31 20 799 7654	The Netherlands	
Sercel Australia Pty Ltd. 274 Victoria Road Rydalmere, New South Wales 2116 Australia +61 2 8832 5500	New South Wales, Australia	

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Sercel Canada Ltd. 1108 55th Avenue, NE Calgary, Alberta TZE 6Y Canada (403) 275 3544	New Brunswick, Canada	
Sercel, Inc. 17200 Park Row Houston, Texas 77084 (281) 492 6688	Oklahoma	73 - 1396603
Veritas DGC Asia Pacific Ltd. 10300 Town Park Drive Houston, Texas 77072 (832) 351 8300	Delaware	74 - 2007144
Veritas Geophysical (Mexico) LLC c/o Corporation Trust Center 1209 Orange Street Wilmington, DE 19801	Delaware	76 - 0670383

Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Principal	State or Other Jurisdiction of	I.R.S. Employer Identification
Executive Offices	Incorporation	No.
Veritas Investments Inc. c/o Corporation Trust Center 1209 Orange Street Wilmington, DE 19801	Delaware	76 - 0569069
Viking Maritime Inc. c/o Corporation Trust Center 1209 Orange Street Wilmington, DE 19801	Delaware	76 - 0677405

* This registration statement comprises a filing on Form F-4 with respect to the securities of Compagnie Générale de Géophysique-Veritas, CGG Canada Services Ltd., CGG Marine Resources Norge A/S, CGGVeritas Services Holding B.V., Sercel Canada Ltd. and Sercel Australia Pty Ltd. and a filing on Form S-4 with respect to the securities of Alitheia Resources Inc., CGG Americas Inc., Sercel, Inc., CGGVeritas Land (U.S.) Inc., CGGVeritas Services (U.S.) Inc., CGGVeritas Services Holding (U.S.) Inc., Veritas DGC Asia Pacific Ltd., Veritas Geophysical (Mexico) LLC, Veritas Investments Inc. and Viking Maritime Inc.

**Offer to Exchange All Outstanding
9 1/2% Initial Senior Notes due 2016
Guaranteed on a senior basis by certain subsidiaries
(\$350,000,000 aggregate principal amount outstanding)
for
9 1/2% Exchange Senior Notes due 2016
Guaranteed on a senior basis by certain subsidiaries
Compagnie Générale de Géophysique-Veritas**

We are offering to exchange all of our outstanding unregistered 9 1/2% Senior Notes due 2016 issued on June 9, 2009 for new registered 9 1/2% Senior Notes due 2016. The outstanding notes and the new notes are sometimes collectively referred to as the notes. The terms of the new notes are identical to the terms of the outstanding notes except that the new notes are registered under the Securities Act of 1933 (the Securities Act) and, therefore, are freely transferable.

Please consider the following:

You should carefully review the Risk Factors beginning on page 17 of this prospectus.

Our offer to exchange outstanding notes for new notes will be open until 5:00 p.m., New York City time, on [], 2009, unless we extend the exchange offer.

The exchange offer is not conditional upon any minimum aggregate principal amount of outstanding notes being tendered.

Tenders of outstanding notes may be withdrawn any time prior to the expiration of the exchange offer.

The exchange of outstanding notes for new notes will not be a taxable event for U.S. federal income tax purposes.

You should also carefully review the procedures for tendering the outstanding notes beginning on page 43 of this prospectus.

If you fail to tender your outstanding notes, you will continue to hold unregistered securities and your ability to transfer them could be adversely affected.

No public market currently exists for the notes. Application has been made to admit the new notes to listing on the Luxembourg Stock Exchange and to trading on the Euro MTF market.

Information about the Notes:

The notes will mature on May 15, 2016.

We will pay interest on the notes semi-annually on May 15 and November 15 of each year, beginning November 15, 2009, at the rate of 9 1/2% per annum.

We may redeem the notes on or after May 15, 2013 at the redemption prices set forth on page 53 of this prospectus.

We have the option until May 15, 2012, to redeem up to 35% of the original aggregate principal amount of the notes originally issued and the notes with the net proceeds of certain types of equity offerings.

At any time prior to May 15, 2013, we may also redeem all or a part of the notes at a redemption price equal to 100% of the principal amount of the notes plus the applicable premium described in this prospectus.

We may also redeem all, but not fewer than all, of the notes at a redemption price equal to 100% of the principal amount of the notes in the event of certain changes affecting tax laws.

The notes are our senior unsecured obligations and will rank equally in right of payment with all of our other existing and future senior unsecured indebtedness and senior in right of payment to all our existing and future subordinated indebtedness.

The notes will be initially guaranteed on a senior unsecured basis by certain of our subsidiaries. The notes and the subsidiary guarantees will be effectively subordinated to all our secured obligations, all secured obligations of our subsidiaries that guarantee the notes and all obligations of our subsidiaries that do not guarantee the notes.

If we undergo a change of control or sell some of our assets, we may be required to offer to purchase notes from you.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is [], 2009

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This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. You should rely only on the information or representations provided in this prospectus. We have not authorized any person to provide information other than that provided in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this document.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934 (the Exchange Act) applicable to foreign private issuers. In accordance with the Exchange Act, we electronically file reports, including annual reports on Form 20-F and interim reports on Form 6-K, and other information with the Securities and Exchange Commission. You may obtain these reports and other information by sending a written request to CGGVeritas, Tour

Maine-Montparnasse, 33 avenue de Maine, BP 191, 75755 Paris CEDEX 15, France, Attention: Investor Relations Officer, Telephone: +33 1 64 47 45 00.

You can inspect and copy these reports, and other information, without charge, at the Public Reference Room of the Commission located at 100 F. Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission also maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission. In addition, you can inspect material filed by us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which American Depositary Shares representing shares of our common stock are listed. As a foreign private issuer, we are not subject to the proxy rules under Section 14 or the short-swing insider profit disclosure rules under Section 16 of the Exchange Act.

All information referred to above will, for so long as the notes are listed on the Luxembourg Stock Exchange, also be available, without charge, at the specified office of the Paying Agent in Luxembourg during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this prospectus.

PRESENTATION OF INFORMATION

In this prospectus, references to United States or U.S. are to the United States of America, references to U.S. dollars or U.S.\$ are to United States dollars, references to France are to the Republic of France, references to NOK are to Norwegian kroner and references to euro or are to the single currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty Establishing the European Union.

Unless otherwise indicated, statements in this prospectus relating to market share, ranking and data are derived from management estimates based, in part, on independent industry publications, reports by market research firms or other published independent sources. Any discrepancies in any table between totals and the sums of the amounts listed in such table are due to rounding.

As used in this prospectus, CGG refers to Compagnie Générale de Géophysique and its subsidiaries, except as otherwise indicated, Veritas refers to Veritas DGC Inc. and its subsidiaries before the merger between CGG and Veritas and to CGGVeritas Services Holding (U.S.) Inc. following such merger, except as otherwise indicated, and CGGVeritas, the CGGVeritas Group, the Group, we, us and our refer to Compagnie Générale de Géophysique and its subsidiaries, except as otherwise indicated.

INCORPORATION BY REFERENCE

The Commission allows us to incorporate by reference the information we file with the Commission in other documents, which means:

incorporated documents are considered part of this prospectus;

we can disclose important information to you by referring you to those documents; and

information that we file with the Commission after the date of this prospectus automatically updates and supersedes this prospectus.

We incorporate by reference each of the following documents:

our annual report on Form 20-F for the financial year ended December 31, 2008 filed with the Commission on April 22, 2009;

our report on Form 6-K submitted to the Commission on May 28, 2009 with respect to the amendments to our senior credit facility agreement and French revolving facility agreement

our report on Form 6-K submitted to the Commission on July 9, 2009 providing a vessel utilization update for the second quarter of 2009;

our report on Form 6-K submitted to the Commission on July 30, 2009 containing our unaudited interim financial statements for the six months ended June 30, 2009; and

our report on Form 6-K submitted to the Commission on July 31, 2009 announcing our second quarter 2009 results.

In addition, we incorporate by reference each of the following documents that we will file with the Commission after the date of this prospectus from now until the first anniversary of the effective date of the registration statement pertaining to the new notes:

reports filed under Section 13(a), 13(c) or 15(d) of the Exchange Act; and

any future reports filed on Form 6-K that indicate that they are incorporated by reference in this prospectus.

You may obtain a copy of any of the documents referred to above (excluding exhibits) at no cost by contacting us at the following address:

CGGVeritas
Tour Maine-Montparnasse
33 avenue de Maine
BP 191, 75755
Paris CEDEX 15 France
Attention: Investor Relations Officer
Telephone: +33 1 64 47 45 00

To obtain timely delivery, you must request any document no later than five days before the date of the expiration of this exchange offer, meaning no later than [], 2009.

FORWARD-LOOKING STATEMENTS

This prospectus includes and incorporates by reference forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties, including, without limitation, certain statements made in Item 4: Information on the Company and Item 5: Operating and Financial Review and Prospects in our 2008 annual report incorporated by reference herein. You can identify forward-looking statements because they contain words such as believes, expects, may, should, seeks, approximately, intends, plans, estimates, or anticipates or similar words that relate to our strategy, plans or intentions. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We have based these forward-looking statements on our current views and assumptions about future events. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are based upon information available to us on the date of this prospectus.

Important factors that could cause actual results to differ materially from our expectations (cautionary statements) are disclosed under Risk Factors and elsewhere in this prospectus, including, without limitation, in conjunction with the forward-looking statements included in this prospectus. All forward-looking information in this prospectus and subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our actual results include:

- the impact of the current economic and credit environment;
- developments affecting our international operations;
- the social, political and economic risks of our global operations;
- our ability to develop an integrated strategy for CGGVeritas;
- difficulties and delays in achieving synergies and cost savings;
- our ability to integrate successfully the businesses or assets we acquire;

any write-downs of goodwill on our balance sheet;

our ability to sell our seismic data library;

exposure to foreign exchange rate risk;

our ability to finance our operations on acceptable terms;

exposure to the credit risk of customers;

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the timely development and acceptance of our new products and services;

ongoing operational risks and our ability to have adequate insurance against such risks;

difficulties and costs in protecting intellectual property rights and exposure to infringement claims by others;

difficulties in temporarily or permanently reducing the capacity of our fleet;

changes in international economic and political conditions and, in particular, in oil and gas prices;

our clients' ability to unilaterally terminate certain contracts in our backlog;

the effects of competition;

the level of capital expenditures by the oil and gas industry and changes in demand for seismic products and services;

the seasonal nature of our revenues;

the costs of compliance with governmental regulation, including environmental, health and safety laws;

our substantial indebtedness and the restrictive covenants in our debt agreements;

our ability to access the debt and equity markets during the periods covered by the forward-looking statements, which will depend on general market conditions, including the ongoing crisis in the financial markets, and on our credit ratings for our debt obligations;

exposure to interest rate risk; and

our success at managing the foregoing risks.

We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements included in this prospectus, including those described in the Risk Factors section of this prospectus.

PROSPECTUS SUMMARY

This summary highlights selected information from this prospectus to help you understand our business and the terms of the notes. You should carefully read all of this prospectus, including the consolidated financial statements and related notes, to understand fully our business and the terms of the notes, as well as some of the other considerations that may be important to you in making your investment decision. You should pay special attention to the Risk Factors section of this prospectus to determine whether an investment in the notes is appropriate for you.

Compagnie Générale de Géophysique-Veritas

We are a global participant in the geophysical seismic industry, as both a manufacturer of geophysical equipment and a provider of a wide range of services (including seismic data acquisition and related processing and interpretation software) principally to clients in the oil and gas exploration and production industry. Our operations are organized into two segments: Services and Equipment, in accordance with our internal reporting system, which we use to manage and measure our performance.

Our geophysical Equipment segment operates through our subsidiary Sercel, the market leader in the development and production of seismic acquisition systems and specialized equipment in the land and offshore seismic markets.

Our geophysical Services segment is composed of the following activities:

land contract: seismic data acquisition for land, transition zones and shallow water on behalf of a specific client;

multi-client land: seismic data acquisition for land, transition zones and shallow water licensed to a number of clients on a non-exclusive basis;

marine contract: seismic data acquisition offshore on behalf of a specific client;

multi-client marine: seismic data acquisition offshore and licensed to a number of clients on a non-exclusive basis; and

processing and imaging: processing, imaging and interpretation of geophysical data, data management and reservoir studies for clients.

We had consolidated operating revenues of 1,221.1 million and 2,602.5 million and consolidated operating income of 83.7 million and 540.6 million for the six months ended June 30, 2009 and the year ended December 31, 2008, respectively. See Summary Consolidated Financial Information .

CGG and Veritas together have 110 years of combined operating experience and a recognized track record of technological leadership in the science of geophysics. We believe we are well placed to capitalize on the growing importance of seismic technology to enhance the exploration and production performance of our broad base of clients, which includes independent, international and national oil companies.

Compagnie Générale de Géophysique-Veritas is the parent company of the CGGVeritas Group. We are a *société anonyme* incorporated under the laws of the Republic of France and operating under the French Commercial Code. Our registered office is at Tour Maine Montparnasse, 33, avenue du Maine, 75015 Paris, France.

Our Business

Our geophysical Services segment accounted for 76% and our geophysical Equipment segment accounted for 24% of our consolidated operating revenues for the six months ended June 30, 2009. Our geophysical Services segment accounted for 71% and our geophysical Equipment segment accounted for 29% of our consolidated operating revenues for the year ended December 31, 2008.

The following table sets forth our consolidated operating revenues by activity in millions of euros and the percentage of consolidated operating revenues represented thereby, for the periods indicated:

	Six Months Ended		Year Ended December 31,			
	June 30, 2009		2008		2007	
(In millions of euros, except percentages)						
Total land seismic Acquisition	179.9	15%	454.4	17%	461.5	19%
Contract	161.3	13%	350.3	13%	327.3	14%
Multi-client	18.6	2%	104.1	4%	134.2	6%
Total marine seismic Acquisition	605.0	50%	1,112.7	43%	986.4	41%
Contract	475.2	39%	712.9	27%	531.2	22%
Multi-client	129.8	11%	399.8	16%	455.2	19%
Processing and imaging	148.7	12%	270.1	11%	263.2	11%
Total Services	933.6	76%	1,837.3	71%	1,711.1	72%
12 days elimination(1)					(16.5)	
Total Services after elimination	933.6	76%	1,837.3	71%	1,694.6	71%
Equipment	287.5	24%	765.2	29%	679.5	29%
Total	1,221.1	100%	2,602.5	100%	2,374.1	100%

Notes:

- (1) The merger with Veritas took effect on January 12, 2007. The 1,711.1 million figure above is composed of Services segment business line revenues for each of CGG and Veritas from and including January 1, 2007. We have consequently eliminated from this figure Veritas revenues in an amount of 16.5 million attributable to 2007 Veritas revenues between January 1 and January 12, 2007, the effective date of the merger of CGG and Veritas. Because our internal reporting systems did not permit us to identify the CGGVeritas Services segment business lines to which such twelve days of Veritas revenues should be allocated, we have eliminated such twelve days of revenues from such 1,711.1 million figure to arrive at total Services revenues (including Veritas revenues after the merger date) of 1,694.6 million for the financial year ended December 31, 2007.

We generate revenues (by location of customers) on a worldwide basis. For the six months ended June 30, 2009, 20% of our consolidated operating revenues were from North America, 6% from South and Central Americas, 44% from Europe, Africa and the Middle East, and 30% from Asia Pacific. For the year ended December 31, 2008, 28% of our consolidated operating revenues were from North America, 8% from South and Central Americas, 40% from Europe, Africa and the Middle East, and 24% from Asia Pacific.

The following table sets forth our consolidated operating revenues by region in millions of euros and the percentage of consolidated operating revenues represented thereby, for the periods indicated:

Year Ended December 31,

