

VERITAS DGC INC  
Form 8-K  
June 01, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **June 1, 2006**

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**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**

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 1, 2006, the registrant entered into a letter of intent with Matco Capital Ltd. (Matco) to sell its land seismic acquisition business for an undisclosed consideration.

In fiscal year 2005 the land seismic acquisition business of Veritas generated approximately US \$140 million of revenue, or approximately 22 percent of the consolidated revenue of Veritas. Closing is expected to occur in the summer of 2006 and is contingent upon reaching a definitive agreement as well as receipt of regulatory and other approvals.

On June 1, 2006, registrant issued a press release announcing the signing of the letter of intent. A copy of the press release is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibit

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued June 1, 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: June 1, 2006

By: /s/ LARRY L. WORDEN

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued June 1, 2006

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