

OMNI ENERGY SERVICES CORP  
Form 8-K/A  
January 16, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K/A**

(Amendment No. 1)

\_\_\_\_\_  
**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): January 16, 2007**  
**(November 1, 2006)**

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**OMNI ENERGY SERVICES CORP.**

(Exact name of registrant as specified in its charter)

**LOUISIANA**  
*(State or other jurisdiction of*  
  
*incorporation)*

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

**72-1395273**  
*(I.R.S. Employer*  
  
*Identification No.)*

**4500 N.E. EVANGELINE THRUWAY**  
**CARENCRO, LOUISIANA 70520**

(Address of principal executive offices) (Zip Code)

**(337) 896-6664**

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(Registrant's telephone number, including area code)

**NOT APPLICABLE**

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

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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:

- .. 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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This Form 8-K/A is filed as an amendment (Amendment No. 1) to the Current Report on Form 8-K filed by OMNI Energy Services Corp. (the Company) under Items 2.01 and 9.01 on November 7, 2006. Amendment No. 1 is being filed to include the financial statements and pro forma financial information omitted from the initial filing of the Current Report, in accordance with Item 9.01.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

As previously reported, on November 1, 2006, the Company acquired Rig Tools, Inc., a Louisiana corporation (Rig Tools), pursuant to a Stock Purchase and Sale Agreement dated November 1, 2006 by and between the Company and the stockholders of Rig Tools. For a complete description of the Company's acquisition of Rig Tools, refer to Item 2.01 of the Company's Current Report on Form 8-K, filed on November 7, 2006, which Item 2.01 is incorporated in its entirety herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(a) Financial Statements of Business Acquired*

The following Audited Historical Financial Statements of Rig Tools, together with the Independent Auditors' Report thereon signed by Hartiens & Faulk, are attached as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by reference:

1. Balance Sheet as of December 31, 2005.
2. Statement of Operations for the year ended December 31, 2005.
3. Statement of Retained Earnings for the year ended December 31, 2005.
4. Statement of Cash Flows for the year ended December 31, 2005.
5. Notes to the Financial Statements.

*(b) Financial Statements of Business Acquired*

The following Reviewed Historical Financial Statements of Rig Tools, together with the Accountants' Report thereon signed by Hartiens & Faulk, are attached as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference:

6. Balance Sheet as of September 30, 2006.
7. Statement of Operations for the nine months ended September 30, 2006.
8. Statement of Retained Earnings for the nine months ended September 30, 2006.
9. Statement of Cash Flows for the nine months ended September 30, 2006.

10. Notes to the Financial Statements.

*(c) Pro Forma Financial Information*

The following Unaudited Pro Forma Condensed Combined Financial Information is attached as Exhibit 99.3 to this Current Report on Form 8-K/A and is incorporated herein by reference:

1. Pro Forma Condensed Combined Balance Sheet as of September 30, 2006.
2. Pro Forma Condensed Combined Statements of Operations for the nine months ended September 30, 2006.
3. Pro Forma Condensed Combined Statements of Operations for the year ended December 31, 2005.
4. Notes to Unaudited Pro Forma Financial Statements

**(c) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of Hartiens & Faulk.
99.1	Rig Tools, Inc. Audited Historical Financial Statements.
99.2	Rig Tools, Inc. Reviewed Historical Financial Statements.
99.3	Unaudited Pro Forma Condensed Combined Financial Statements of OMNI Energy Services Corp. and Rig Tools, Inc.

**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.

Dated: January 16, 2007

**OMNI ENERGY SERVICES CORP.**

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