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GENERAL GEOPHYSICS CO  
Form SC 13D/A  
March 09, 2005

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AMENDMENT NO. 3 \*

COMPAGNIE GENERALE DE GEOPHYSIQUE

-----  
(Name of Issuer)

ORDINARY SHARES OF NOMINAL VALUE TWO EUROS EACH

-----  
(Title of Class of Securities)

[NONE]\*\*

-----  
(CUSIP Number)

STEVEN J. STEINMAN, ESQ.  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP  
ONE NEW YORK PLAZA  
NEW YORK, NEW YORK 10004  
(212) 859-8000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

MARCH 9, 2005

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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\*\* The CUSIP Number for the American Depositary Shares, each representing one fifth of one Ordinary Share of nominal value two euros each, is 204386106.

SCHEDULE 13D

CUSIP No. None

Page 1 of 9 Pages

1. NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
  
ENERGY FUND II GP, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS\*  
  
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE  
  
NUMBER OF 7. SOLE VOTING POWER  
SHARES 1,777,071  
  
BENEFICIALLY 8. SHARED VOTING POWER  
OWNED BY EACH  
  
REPORTING 9. SOLE DISPOSITIVE POWER  
PERSON WITH 1,777,071  
  
10. SHARED DISPOSITIVE POWER
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,777,071
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
15.2%

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14. TYPE OF REPORTING PERSON\*

OO

SCHEDULE 13D

CUSIP No. None

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1. NAME OF REPORTING PERSONS.

BEACON ENERGY INVESTORS II, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7. SOLE VOTING POWER

SHARES 1,777,071

BENEFICIALLY 8. SHARED VOTING POWER

OWNED BY EACH

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON WITH 1,777,071

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,777,071

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.2%

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14. TYPE OF REPORTING PERSON\*

OO

SCHEDULE 13D

CUSIP No. None

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1. NAME OF REPORTING PERSONS.

THE BEACON GROUP ENERGY INVESTMENT FUND II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7. SOLE VOTING POWER
SHARES	1,748,648
BENEFICIALLY	8. SHARED VOTING POWER
OWNED BY EACH	
REPORTING	9. SOLE DISPOSITIVE POWER
PERSON WITH	1,748,648
	10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,748,648

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.0%

14. TYPE OF REPORTING PERSON\*

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PN

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CUSIP No.

None

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1. NAME OF REPORTING PERSONS.

CGG INVESTORS LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
(b)  [ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

- |               |                              |
|---------------|------------------------------|
| NUMBER OF     | 7. SOLE VOTING POWER         |
| SHARES        | 1,748,648                    |
| BENEFICIALLY  | 8. SHARED VOTING POWER       |
| OWNED BY EACH |                              |
| REPORTING     | 9. SOLE DISPOSITIVE POWER    |
| PERSON WITH   | 1,748,648                    |
|               | 10. SHARED DISPOSITIVE POWER |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,748,648

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.0%

14. TYPE OF REPORTING PERSON\*

OO

SCHEDULE 13D

CUSIP No. None

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1. NAME OF REPORTING PERSONS.

GF LTD. TRANSACTION PARTNERSHIP, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

- |               |                           |
|---------------|---------------------------|
| NUMBER OF     | 7. SOLE VOTING POWER      |
| SHARES        | 28,423                    |
| BENEFICIALLY  | 8. SHARED VOTING POWER    |
| OWNED BY EACH | 0                         |
| REPORTING     | 9. SOLE DISPOSITIVE POWER |
| PERSON WITH   | 28,423                    |

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,423

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

.2%

14. TYPE OF REPORTING PERSON\*

PN

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This Statement on Schedule 13D, relating to the Ordinary Shares of nominal value two euros each (the "Ordinary Shares") of Compagnie Generale de Geophysique, a company organized under the laws of the Republic of France (the "Issuer") amends the Schedule 13D filed on February 4, 2000 by and on behalf of Energy Fund II GP, LLC, Beacon Energy Investors II, L.P., The Beacon Group Energy Investment Fund II, L.P., CGG Investors LLC, and GF Ltd. Transaction Partnership, L.P. (collectively, the "Reporting Persons") and amended by Amendment No. 1 thereto filed on December 13, 2001 and Amendment No. 2 thereto filed on October 4, 2004.

### ITEM 1. SECURITY AND ISSUER.

Unchanged.

### ITEM 2. IDENTITY AND BACKGROUND.

Unchanged.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Unchanged.

### ITEM 4. PURPOSE OF THE TRANSACTION.

Item 4 is hereby amended in its entirety as follows:

The Reporting Persons intend to dispose of some or all of the Ordinary Shares owned by them and have engaged an investment bank to assist in any such disposition of Ordinary Shares. The timing, form and size of any such disposition would depend on the market for the Ordinary Shares, general economic conditions, money and stock market considerations and other future developments. The Reporting Persons reserve the right not to dispose of any Ordinary Shares.

Except as disclosed in this Item 4, none of the Reporting Persons have any plans or proposals that relate to or would result in any of the events described in paragraphs (a) through (j) of Item 4.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended in its entirety as follows:

(a) The aggregate number and percentage of the Ordinary Shares beneficially owned by each of the Reporting Persons are set forth on the cover pages of this Statement on Schedule 13D, and such information is incorporated herein by reference.

(b) The number of Ordinary Shares as to which there is sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition for the Reporting Persons is set forth on the cover pages of this Statement on Schedule 13D, and such information is incorporated herein by reference. Pursuant to the transactions described in Item 5(c) below, (i) the 1,777,071 Ordinary Shares beneficially owned by Energy Fund II GP, LLC and Beacon Energy Investors II, LP represent 23.8 percent of the voting rights of the Issuer; (ii) the 1,748,648 Ordinary Shares beneficially owned by The

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Beacon Group Energy Investment Fund II, L.P. and CGG Investors LLC represent 23.4 percent of the voting rights of the Issuer; and (iii) the 28,423 Ordinary Shares beneficially owned by GF Ltd. Transaction Partnership, L.P. represent .4 percent of the voting rights of the Issuer.

(c) The Issuer's Articles of Association provide that a double voting right is allocated to all registered and fully paid-up Ordinary Shares registered in the name of the same holder for at least two years. Pursuant to this provision, on December 13, 2001, the Ordinary Shares owned by the Reporting Persons were allocated double voting rights. Additionally, on October 7, 2002, the Issuer informed the Reporting Persons that due to the lack of providing notice to the Issuer within fifteen days of crossing the 16 percent, 18 percent, and 20 percent threshold, the Reporting Persons had lost a total of 760,742 voting rights. Pursuant to the Issuer's Articles of Association, because two years have elapsed since the last notification made by the Reporting Persons on October 4, 2002, the Reporting Persons have automatically acquired certain double voting rights.

(d) The investors in The Beacon Group Energy Investment Fund II, L.P. and GF Ltd. Transaction Partnership, L.P. have the right to receive dividends from, and the proceeds from the sale of, the respective Ordinary Shares reported by such persons on the cover pages of this Statement on Schedule 13D. No such investor has such right with respect to more than 5% of the Ordinary Shares.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Unchanged.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 6 -- Agreement of Joint Filing

Exhibit 7 -- Press Release, dated March 9, 2005

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 9, 2005

ENERGY FUND II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

BEACON ENERGY INVESTORS II, LP

By: Energy Fund II GP, LLC



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By: /s/ John J. MacWilliams

-----  
Authorized Signatory

THE BEACON GROUP ENERGY INVESTMENT FUND  
II, L.P.

By: Beacon Energy Investors II, LP  
By: Energy Fund II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

CGG INVESTORS LLC

By: The Beacon Group Energy Investment  
Fund II, L.P.  
By: Beacon Energy Investors II, LP  
By: Energy Fund II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

GF LTD. TRANSACTION PARTNERSHIP, L.P.

By: Beacon Energy Investors II, LP  
By: Energy Fund II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

SCHEDULE I

NAME -----	STATE OF INCORPORATION -----	BUSINESS ADDRESS -----
Energy Fund II GP, LLC	Delaware	1221 Avenue of the Americas New York, New York 10020
Beacon Energy Investors II, LP	Delaware	1221 Avenue of the Americas New York, New York 10020
The Beacon Group Energy Investment Fund II, L.P.	Delaware	1221 Avenue of the Americas New York, New York 10020
CGG Investors LLC	Delaware	1717 South Boulder Avenue Tulsa, Oklahoma 74119
GF Ltd. Transaction Partnership, L.P.	Delaware	1717 South Boulder Avenue Tulsa, Oklahoma 74119

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EXHIBIT 6  
AGREEMENT OF JOINT FILING

The undersigned agree that the foregoing Statement on Schedule 13D is being filed with the Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k).

Dated: March 9, 2005

ENERGY FUND II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

BEACON ENERGY INVESTORS II, LP

By: Energy Fund II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

THE BEACON GROUP ENERGY INVESTMENT FUND  
II, L.P.

By: Beacon Energy Investors II, LP

By: Energy Fund II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

CGG INVESTORS LLC

By: The Beacon Group Energy Investment  
Fund II, L.P.

By: Beacon Energy Investors II, LP

By: Energy Fund II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

GF LTD. TRANSACTION PARTNERSHIP, L.P.

By: Beacon Energy Investors II, LP

By: Energy Fund II GP, LLC

By: /s/ John J. MacWilliams

-----  
Authorized Signatory

EXHIBIT 7

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PRESS RELEASE

NOT TO BE ISSUED IN THE UNITED STATES, JAPAN AND CANADA

THE BEACON GROUP

COMPAGNIE GENERALE DE GEOPHYSIQUE

THE BEACON GROUP INTENDS TO SELL ITS SHARES OF

COMPAGNIE GENERALE DE GEOPHYSIQUE

PARIS, MARCH 9, 2005: The Beacon Energy Investment Fund II LP and its related entities intend to sell up to 1,777,071 shares in Compagnie Generale de Geophysique (CGG - SRD 0000120164) in a private placement to institutional investors. The shares to be sold represent 15.21% of the outstanding shares of CGG.

Subject to market conditions, the placement is expected to be completed by March 14, 2005.

Lehman Brothers will be the sole bookrunner of the private placement.

This announcement does not constitute an offer of securities of Compagnie Generale de Geophysique for sale or subscription, or a solicitation of offers to purchase or subscribe for securities, in France or in any other jurisdiction.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, or an exemption from registration. No public offering of securities has been or will be made in the United States and, accordingly the securities will not be registered under the U.S. Securities Act of 1933. This announcement is being issued pursuant to Rule 135e of the U.S. Securities Act of 1933.