

ION GEOPHYSICAL CORP  
Form DEFA14A  
May 03, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.    )  
Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

- ☐ o Preliminary Proxy Statement
- ☐ o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ o Definitive Proxy Statement
- ☒ x Definitive Additional Materials
- ☐ o Soliciting Material under §240.14a-12

ION Geophysical Corporation  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ x No fee required.
- ☐ o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ o Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

## EXPLANATORY NOTE

This proxy statement supplement, dated May 3, 2019, supplements the definitive proxy statement (the “Proxy Statement”) of ION Geophysical Corporation, (the “Company”) filed with the Securities and Exchange Commission on April 11, 2019, relating to the Company’s Annual Meeting of Stockholders to be held on May 15, 2019. The Company is providing this disclosure to supplement the information provided in the Proxy Statement regarding the 2018 Meetings of the Board.

During 2018, the Board held six meetings and the four standing committees of the Board held a total of 16 meetings.

Each director attended more than seventy-five percent (75%) of the aggregate of the total number of meetings of the Board, and the total number of meetings held by all committees of the Board on which he served, with the exception of Messrs. Hao Huimin and HuaSheng Zheng.

Mr. Hao Huimin ceased serving on the Finance Committee on February 6, 2018, and ceased serving on the Board on April 12, 2018. He attended two of the three Board meetings that were held in 2018 prior to his departure, and was recused from the only Finance Committee meeting held in 2018 prior to his departure, due to his position at a competitor of the Company.

Mr. HuaSheng Zheng commenced serving on the Board on April 13, 2018. He was unable to attend one of the three Board meetings held in 2018 after his appointment to the Board. He served on no committees in 2018.

This supplement should be read in conjunction with the Proxy Statement. From and after the date of this supplement, any references to the “Proxy Statement” are to the Proxy Statement as supplemented hereby.