

VERITAS DGC INC  
Form DEFA14A  
December 06, 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): **December 6, 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)

**10300 Town Park Drive**  
**Houston, Texas**  
(Address of Principal Executive Offices)

**76-0343152**  
(I.R.S. Employer Identification No.)

**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):

- 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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**Item 2.02. Results of Operations and Financial Condition.**

On December 6, 2006, the registrant issued a press release reporting earnings and other financial results for its first fiscal quarter ended October 31, 2006. A copy of the press release is attached as Exhibit 99.1.

At its quarterly earnings release conference call to be held on December 7, 2006 by telephone and via the internet, the registrant intends to display on the internet the slides attached hereto as Exhibit 99.2.

**Item 8.01 Other Events**

Exhibits 99.1 and 99.2 may also be considered to be soliciting material and are included herein pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibit

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release issued December 6, 2006                                      |
| 99.2               | Slides to be used in December 7, 2006 conference call and internet webcast |

THE INFORMATION CONTAINED IN THIS CURRENT REPORT, INCLUDING THE EXHIBIT ATTACHED HERETO, SHALL NOT BE DEEMED FILED FOR THE PURPOSES OF SECTION 18 OF THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, NOR SHALL IT BE DEEMED INCORPORATED BY REFERENCE INTO ANY REGISTRATION STATEMENT OR OTHER FILING PURSUANT TO THE SECURITIES ACT OF 1933, AS AMENDED, EXCEPT AS OTHERWISE EXPRESSLY STATED IN SUCH FILING.

**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: December 6, 2006

By: /s/ LARRY L. WORDEN  
Name: Larry L. Worden  
Title: Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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