

OMNI ENERGY SERVICES CORP

Form 8-K

August 12, 2005

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 12, 2005 (August 8, 2005)**

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**OMNI ENERGY SERVICES CORP.**

*(Exact name of registrant as specified in its charter)*

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**LOUISIANA**  
*(State or other jurisdiction*

*of incorporation)*

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

**72-1395273**  
*(I.R.S. Employer*

*Identification No.)*

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**4500 NE Interstate 49**

**Carencro, Louisiana 70520**

*(Address of principal executive offices) (Zip Code)*

**(337) 896-6664**

*(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 (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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On August 8, 2005, the registrant was advised by NASDAQ that it was not compliant with NASDAQ Marketplace Rule 4350(c)(3) (the Rule ) because Dennis Sciotto was a non independent director that had been appointed to the Compensation Committee. In response, on August 9, 2005, the registrant provided the Staff with a letter indicating that it is relying on the exceptional and limited circumstances exception provided in Marketplace Rule 4350(c)(3)(C) (the Exception ), and that Mr. Sciotto s membership on the Compensation Committee is required by the best interests of the Company and its shareholders. The Company also advised NASDAQ that it would disclose the appointment of Mr. Sciotto, in compliance with the Exception, in the proxy statement for the 2006 annual meeting of the Company s stockholders.

On August 10, 2005, NASDAQ informed the Company that it has regained compliance with the Rule and that the matter is now closed.

