

OMNI ENERGY SERVICES CORP  
Form S-8  
August 31, 2006

As filed with the Securities and Exchange Commission on August 31, 2006

Registration No. 333 - \_\_\_\_\_

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

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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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 or organization)

**72-1395273**  
(I.R.S. employer  
identification no.)

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**4500 N.E. Evangeline Thruway**  
**Carencro, Louisiana**  
(Address of principal executive offices)

**70520**  
(Zip Code)

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**Sixth Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan**

(Full title of the plan)

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**G. Darcy Klug**

**Executive Vice President**

**4500 N.E. Evangeline Thruway**

**Carencro, Louisiana 70520**

(Name and address of agent for service)

**(337) 896-6664**

(Telephone number, including area code, of agent for service)

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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount To be Registered <sup>(1)</sup>	Proposed	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
		Offering Price Per Share <sup>(2)</sup>		
Common Stock, par value \$.01 per share	250,000	\$ 9.03	\$ 2,257,500	\$ 242

- (1) Represents the maximum number of additional shares that may be issued under the Sixth Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan (the Plan). Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement on Form S-8 also covers an indeterminate number of shares that may be issuable by reason of stock splits, stock dividends or similar transactions. A total of (i) 1,000,000 shares issuable under the Plan were previously registered on Form S-8 filed on July 18, 2005 (Reg. No. 333-126679); (ii) 833,333 shares issuable under the Plan were previously registered on Form S-8 filed on November 3, 2003 (Reg. No. 333-110198); (iii) 500,000 shares (166,667 shares following the Company's July 2002 one for three reverse stock split) issuable under the Plan were previously registered on Form S-8 filed on June 18, 1999 (Reg. No. 333-80973); and (iv) 1,500,000 shares (500,000 shares following the Company's July 2002 one for three reverse stock split) issuable under the Plan were previously registered on Form S-8 filed on April 3, 1998 (Reg. No. 333-49409).
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) and (c), based on the average of the high and low sales price of a share of the Registrant's common stock on August 28, 2006 as reported on the NASDAQ Global Market with respect to the 250,000 shares that may be issued under the Plan.

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**Explanatory Statement**

The Registrant has prepared this Registration Statement in accordance with the requirements of Form S-8 and pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register up to 250,000 shares of its common stock issued or issuable under the Sixth Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan (the Plan).

Pursuant to General Instruction E of Form S-8, the contents of Registration Statement Nos. 333-126679, 333-110198, 333-80973 and 333-49409 relating to the Plan described herein are incorporated herein by reference.

**Part II**

**Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference**

The following documents filed with the Securities and Exchange Commission (the SEC) are incorporated by reference into this Registration Statement:

Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2005 (filed with the SEC on March 31, 2006);

Registrant's quarterly reports on Form 10-Q for the fiscal quarter ended March 31, 2006 (filed with the SEC on May 15, 2006) and the fiscal quarter ended June 30, 2006 (filed with the SEC on August 10, 2006);

Registrant's current reports on Form 8-K filed with the SEC on January 5, 2006, January 23, 2006, January 24, 2006, February 3, 2006, February 21, 2006 (Items 2.01 and 9.01 only), May 3, 2006, May 5, 2006, and June 29, 2006; and

The description of Registrant's common stock set forth in Registrant's registration statement on Form S-1, filed with the SEC on June 1, 2006 (Reg. No. 333-131696).

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, on or after the date of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such reports or documents (other than any information in a Current Report on Form 8-K furnished pursuant to Item 2.02 or Item 7.01). Any statement contained in a report or document incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed report or document which also is deemed to be incorporated by reference herein) modifies or supersedes such statement.

**Item 8. Exhibits.**

**EXHIBIT NO. DESCRIPTION**

- 4.1\* Sixth Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan
- 5.1\* Opinion of Locke Liddell & Sapp LLP
- 23.1\* Consent of Pannell Kerr Forster of Texas, P.C.
- 23.2\* Consent of Fitts, Roberts & Co., P.C.
- 23.3 Consent of Locke Liddell & Sapp LLP (included in Exhibit 5.1 hereto)
- 24.1 Power of Attorney (included on signature page hereto)

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\* Filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carencro, State of Louisiana, on the 31st day of August, 2006.

OMNI ENERGY SERVICES CORP.

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

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of James C. Eckert and G. Darcy Klug, or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that said attorney-in-fact and agent of his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ James C. Eckert James C. Eckert	President, Chief Executive Officer, Chairman of the Board (Principal Executive Officer)	August 31, 2006
/s/ G. Darcy Klug G. Darcy Klug	Executive Vice President (Interim Principal Financial Officer)	August 31, 2006
/s/ Gregory B. Milton Gregory B. Milton	Chief Accounting Officer	August 31, 2006
/s/ Edward E. Colson III Edward E. Colson III	Director	August 31, 2006
/s/ Barry E. Kaufman Barry E. Kaufman	Director	August 31, 2006
/s/ Dennis R. Sciotto Dennis R. Sciotto	Director	August 31, 2006
/s/ Richard C. White Richard C. White	Director	August 31, 2006

**EXHIBIT INDEX**

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