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OMNI ENERGY SERVICES CORP

Form 8-K

August 27, 2004

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

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): AUGUST 27, 2004
(AUGUST 25, 2004)

OMNI ENERGY SERVICES CORP.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| LOUISIANA | 0-23383 | 72-1395273 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

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)

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 25, 2004, OMNI Energy Services Corp. (the "Company") received a Nasdaq Staff Determination indicating that the Company had failed to timely file its quarterly report on Form 10-Q for the period ending June 30, 2004, as required by Nasdaq Marketplace Rule 4310(c)(14), and that the Company's common stock is therefore subject to delisting from The Nasdaq Stock Market. Marketplace rules permit the Company to request a hearing to review the Staff's determination. However, Nasdaq has notified the Company that, based on the Company's filing of the Form 10-Q, on August 26, 2004 the Company's is in compliance with the Rule and, accordingly, the matter is closed.

ITEM 8.01 OTHER EVENTS

The Company disclosed in its Form 10-Q that, as a result of the late filing of the Form 10-Q, the Company was in technical default of its registration obligations with respect to its 6.5% Subordinated Convertible Debentures ("Debentures"). With the filing of the Form 10-Q on August 26, 2004, the technical default has been cured. The Company is currently in compliance with all provisions of the Debentures.

The Company issued a press release related to this matter on August 27, 2004. The press release is filed herewith as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits:

| Exhibit Number ----- | Description ----- |
|----------------------------|-------------------------------------|
| 99.1 | Press Release dated August 27, 2004 |

SIGNATURES

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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.

OMNI ENERGY SERVICES CORP.

Dated: August 27, 2004

By: /s/ Deborah C. DeRouen

Deborah C. DeRouen
Chief Accounting Officer

EXHIBIT INDEX

| Exhibit Number ----- | Description ----- |
|----------------------------|-------------------------------------|
| 99.1 | Press Release dated August 27, 2004 |