

VERITAS DGC INC  
Form DEFA14A  
November 20, 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): **November 20, 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)

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

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

**77072**  
(Zip Code)

Registrant's telephone number, including area code: **(832) 351-8300**

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))

**Item 8.01** Other Events

On November 20, 2006, the registrant issued a press release announcing that the Committee on Foreign Investment in the United States ( CFIUS ) has concluded its review relating to the previously announced merger agreement whereby Compagnie Générale de Géophysique will acquire the registrant. A copy of the press release is attached as Exhibit 99.1.

Exhibit 99.1 may be considered to be soliciting material and is 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

Exhibit No.	Description
99.1	Press release issued November 20, 2006

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**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: November 20, 2006

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

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**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press release issued November 20, 2006

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