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OMNI ENERGY SERVICES CORP
 Form S-8
 November 03, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 3, 2003
 REGISTRATION NO. 333 -

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

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

OMNI ENERGY SERVICES CORP.
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Louisiana
 (STATE OR OTHER JURISDICTION OF
 INCORPORATION OR ORGANIZATION)

72-1395273
 (I.R.S. EMPLOYER
 IDENTIFICATION NO.)

4500 N.E. Evangeline Thruway
 Carencro, Louisiana
 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

70520
 (ZIP CODE)

Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan
 (FULL TITLE OF THE PLAN)

G. Darcy Klug
 Chief Financial Officer
 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)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) | AMOUNT OF REGISTRATION FEE |
|--|--------------------------------------|--|---|-------------------------------|
| COMMON STOCK, PAR VALUE \$.01 PER SHARE | 833,333 | \$2.535 | \$2,112,500 | \$171 |

(1) Represents the maximum number of additional shares that may be issued under the Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan (the "Plan"), and includes an indeterminate number of shares that may be

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issuable by reason of stock splits, stock dividends or similar transactions. A total of 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 (Reg. No. 333-80973) and a total of 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 (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 Common Stock on October 27, 2003 as reported on the Nasdaq National Market with respect to 833,333 shares of Common Stock that may be issued under the Plan.

Pursuant to General Instruction E of Form S-8, the contents of Registration Statement Nos. 333-49409 and 333-80973 relating to the Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan described herein are incorporated herein by reference.

EXPLANATORY STATEMENT

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 to register additional shares of Common Stock in connection with the Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

The following documents are filed as a part of this Registration Statement:

| Exhibit No. ----- | DESCRIPTION ----- |
|----------------------|---|
| 5.1 | Opinion of Locke Liddell & Sapp LLP |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Locke Liddell & Sapp LLP (included in Exhibit 5.1) |

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

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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 Houston, State of Texas, on the 27th day of October, 2003.

OMNI ENERGY SERVICES CORP.

By: /s/ G. DARCY KLUG

G. Darcy Klug
Chief Financial Officer

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.

| NAME ----- | TITLE ----- | DATE ----- |
|---|---|------------------|
| /s/ JAMES C. ECKERT ----- James C. Eckert | President, Chief Executive Officer, Chairman of the Board (Principal Executive Officer) | October 27, 2003 |
| /s/ G. DARCY KLUG ----- G. Darcy Klug | Chief Financial Officer (Principal Financial and Accounting Officer) | October 27, 2003 |
| /s/ CRICHTON W. BROWN ----- Crichton W. Brown | Director | October 27, 2003 |
| /s/ MICHAEL G. DEHART ----- Michael G. DeHart | Director | October 27, 2003 |
| /s/ STEVEN T. STULL ----- Steven T. Stull | Director | October 27, 2003 |
| /s/ RICHARD C. WHITE ----- Richard C. White | Director | October 27, 2003 |

EXHIBIT INDEX

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