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OMNI ENERGY SERVICES CORP

Form 10-K/A

June 16, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
AMENDMENT NO.2

(Mark One)

- ☒ Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2003
- ☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

COMMISSION FILE NUMBER 0-23383

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

LOUISIANA 72-1395273
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

4500 N.E. EVANGELINE THRUWAY 70520
CARENCRO, LOUISIANA (Zip Code)
(Address of principal executive offices)

Registrant's telephone number, including area code: (337) 896-6664

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.01 par value per share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ____

The aggregate market value of the voting stock held by non-affiliates of the Registrant at June 30, 2003 was \$9,207,452.

The number of shares of the Registrant's common stock, \$0.01 par value per share, outstanding at May 31, 2004 was 11,393,641.

DOCUMENTS INCORPORATED BY REFERENCE

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None.

EXPLANATORY NOTE

On March 30, 2004, OMNI Energy Services Corp. (the "Company") filed with the Securities and Exchange Commission (the "SEC") its Annual Report on Form 10-K ("Form 10-K") for the year ended December 31, 2003. On April 29, 2004, the Company filed with the SEC Amendment No. 1 on Form 10-K/A ("First Amendment"). This Amendment No. 2 on Form 10-K/A corrects the language of certain certifications to the First Amendment, properly files such certifications as Exhibits 31.3 and 31.4 to the Form 10-K, and amends the Exhibit Index of Form 10-K to reflect these new exhibits. Except as set forth in Exhibits 31.3 and 31.4 and the Exhibit Index, the Company has not made any changes to, nor updated any disclosures contained in its Form 10-K filed March 30, 2004, as amended by the First Amendment.

EXHIBIT INDEX

EXHIBIT NUMBER

3.1	Composite Articles of Incorporation of OMNI Energy Services Corp.(as of November 7, 2000). (4)
3.2	Form of Articles of Amendment -- Articles of Incorporation (5)
3.3	Bylaws of OMNI, as amended. (2)
4.1	See Exhibit 3.1 and 3.2 for provisions of our Articles of Incorporation and By-laws defining the rights of holders of Common Stock.
4.2	Specimen Common Stock Certificate. (1)
*10.1	Form of Indemnity Agreement by and between us and each of our directors and executive officers.(1)
*10.2	Stock Incentive Plan. (1)
*10.3	Form of Stock Option Agreements under our Stock Incentive Plan. (1)
10.4	Third Amended and Restated Loan Agreement by and among us, certain of our subsidiaries and Hibernia National Bank, dated October 30, 2001. (3)
21.1	Subsidiaries of OMNI Energy Services Corp. (6)
23.1	Consent of Fitts Roberts & Co., P.C. (6)
23.2	Consent of Ernst & Young LLP. (6)
23.3	Notification regarding consent of Arthur Andersen LLP. (6)

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|------|---|
| 31.1 | Section 302 Certification of Chief Executive Officer. (6) |
| 31.2 | Section 302 Certification of Chief Financial Officer. (6) |
| 31.3 | Section 302 Certification of Chief Executive Officer. |
| 31.4 | Section 302 Certification of Chief Financial Officer. |
| 32.1 | Section 906 Certification of Chief Executive Officer. (6) |
| 32.2 | Section 906 Certification of Chief Financial Officer. (6) |

* Management contract or compensation plan or arrangement

- (1) Incorporated by reference to our Registration Statement on Form S-1 (Registration Statement No. 333-36561).
- (2) Incorporated by reference to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2000.
- (3) Incorporated by reference to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.
- (4) Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2000.
- (5) Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2001.
- (6) Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2003.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OMNI ENERGY SERVICES CORP.

(Registrant)

By: /s/ James C. Eckert

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James C. Eckert
President and Chief Executive Officer
(Principal Executive Officer)

Date: June 15, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----
/s/ James C. Eckert ----- James C. Eckert	President, Chief Executive Officer, Chairman of the Board
/s/ G. Darcy Klug ----- G. Darcy Klug	Chief Financial Officer
/s/ Deborah C. DeRouen ----- Deborah C. DeRouen	Chief Accounting Officer
/s/ Marshall G. Webb ----- Marshall G. Webb	Director
/s/ David A. Melman ----- David A. Melman	Director
/s/ Michael G. DeHart ----- Michael G. DeHart	Director
/s/ Richard C. White ----- Richard C. White	Director
/s/ Craig P. Rothwell ----- Craig P. Rothwell	Director

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