

OMNI ENERGY SERVICES CORP  
Form 8-K  
August 23, 2007

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

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**FORM 8-K**

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**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 23, 2007 (August 7, 2007)

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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)

**0-23383**  
(Commission File Number)

**72-1395273**  
(I.R.S. Employer  
Identification No.)

**4500 N.E. Evangeline Thruway**

**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)

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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 1.01 Entry Into a Material Definitive Agreement.**

Reference is made to the disclosure set forth under Item 5.02(e) of this report, which disclosure is incorporated into this Item 1.01 by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) The Board of Directors (the Board) of OMNI Energy Services Corp. (the Company) previously approved, subject to shareholder approval, amendments to the Company's Sixth Amended and Restated Stock Incentive Plan (the Plan) that would (i) increase by 1,500,000 the aggregate number of shares of common stock that may be issued under the Plan from 2,750,000 to 4,250,000 and (ii) allow non-employee directors to be eligible to receive discretionary grants of restricted stock and other stock-based awards. At the Company's annual shareholders meeting held on August 7, 2007, the Company's shareholders approved those amendments to the Plan, which was attached as Appendix A to the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on July 5, 2007 and is incorporated by reference into this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

- 10.1 Seventh Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan (filed as Appendix A to the Company's Definitive Proxy Statement for its 2007 Annual Meeting of Shareholders held on August 7, 2007 filed with the Securities and Exchange Commission on July 5, 2007, and incorporated herein by reference).

**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.

Dated: August 23, 2007

OMNI ENERGY SERVICES CORP.

By:

/s/ G. Darcy Klug  
G. Darcy Klug

Executive Vice President