

CGG VERITAS
Form POS AM
February 13, 2007

As filed with the Securities and Exchange Commission on February 13, 2007

Registration No. 333-138033

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

Form F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Compagnie Générale de Géophysique-Veritas

(Exact name of registrant as specified in its charter)

CGG Veritas

(Translation of registrant's name into English)

Republic of France 1382 Not Applicable

(State or other jurisdiction of

incorporation or organization) (Primary

Standard Industrial

Classification Code Number) (I.R.S. Employer

Identification No.)

Tour Maine-Montparnasse

33, avenue de Maine

BP 191

75755 Paris Cedex 15

France

+33 1 64 47 45 00

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

CT Corporation System

111 Eighth Avenue

New York, New York 10011

(212) 894-8400

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

With copies to:

Béatrice Place-Faget Thomas N. O Neill III, EsqCorporate General
Counsel Linklaters
Compagnie Générale de Géophysique-Veritas
25, rue de Marignan
Tour Maine-Montparnasse
75008 Paris
France
+33 1 56 43 58 82

33, avenue du Maine
BP 191
75755 Paris Cedex 15
France
+33 1 64 47 45 00

Approximate date of commencement of proposed sale to the public: This post effective amendment removes from registration the previously registered securities that remained unsold at the termination of the merger described herein.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

This post-effective amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933 on such date as the Commission, acting pursuant to said Section 8(c), may determine.

DEREGISTRATION OF SECURITIES

The Registrant filed the Registration Statement on Form F-4 (Registration No. 333-138033) (the Registration Statement) to register securities issuable upon completion of the merger described in the Registration Statement by the Registrant to acquire all of the outstanding common shares of Veritas DGC Inc. (the Merger). The Registration Statement was declared effective on November 30, 2006.

The Registration Statement registered 9,965,226 ordinary shares, nominal value \$2 per share. 9,215,845 ordinary shares were issued pursuant to the Merger, in the form of 46,079,225 American Depositary Shares (ADSs). Each ADS represents one-fifth of one ordinary share.

In accordance with the undertaking made by the Registrant in the Registration Statement, this Post-Effective Amendment is being filed to remove from registration the previously registered securities covered by the Registration Statement that remained unsold at the termination of the Merger. The Registrant hereby requests that the 749,381 unsold ordinary shares be removed from registration by means of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Compagnie Générale de Géophysique-Veritas has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Paris, France on February 13, 2007.

Compagnie Générale de Géophysique-Veritas

By: /s/ Robert Brunck

Name: Robert Brunck
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 13, 2007.

/s/ Robert Brunck

Name: Robert Brunck
Chairman of the Board and Chief Executive Officer
(Principal executive officer)

*

Name: Yves Lesage
Director

/s/ Stéphane-Paul Frydman

Name: Stephane-Paul Frydman
Chief Financial Officer
(Principal financial and accounting officer)

*

Name: Christian Marbach
Director

*

Name: Olivier Appert
Director

*

Name: Robert Semmens
Director

*

Name: Rémi Dorval
Director

*

Name: Daniel Valot
Director

*

Name: Jonathan Miller
Authorized United States Representative

*By: /s/ Stéphane-Paul Frydman

Stéphane-Paul Frydman
Attorney-in-Fact