

VERITAS DGC INC  
Form DEFA14A  
October 12, 2006

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

## SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement  
 o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 o Definitive Proxy Statement  
 o Definitive Additional Materials  
 x Soliciting Material Pursuant to §240.14a-12

### VERITAS DGC INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.  
 o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- |     |   |
|-----|---|
| (1) | Title of each class of securities to which transaction applies:   |
| (2) | Aggregate number of securities to which transaction applies:  |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction:  |
| (5) | Total fee paid:   |
- o Fee paid previously with preliminary materials.  
 o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- |     |   |
|-----|---|
| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |

The following is a document distributed to the employees of Veritas DGC Inc. on October 10, 2006 relating to the proposed merger of Veritas DGC Inc. and Compagnie Générale de Géophysique:

#### **FORWARD-LOOKING INFORMATION**

This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These include statements as to expectations, beliefs and future financial performance, such as statements regarding our business prospects. All of these are based on current information and expectations that are subject to a number of risks, uncertainties and assumptions. These risks and uncertainties are more fully described in our reports filed with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should the assumptions prove incorrect, actual outcomes may vary in material respects from those currently anticipated.

#### **INVESTOR NOTICE**

In connection with the proposed transaction, CGG and Veritas intend to file relevant materials with the Securities and Exchange Commission (the SEC), including the filing by CGG with the SEC of a Registration Statement on Form F-6 and a Registration Statement on Form F-4 (collectively, the Registration Statements), which will include a preliminary prospectus and related materials to register the CGG American Depositary Shares (ADS), as well as the CGG ordinary shares underlying such CGG ADSs, to be issued in exchange for shares of Veritas common stock, and Veritas and CGG plan to file with the SEC and mail to their respective stockholders a Proxy Statement/Prospectus relating to the proposed transaction. The Registration Statements and the Proxy Statement/Prospectus will contain important information about Veritas, CGG, the transaction and related matters. Investors and security holders are urged to read the Registration Statements and the Proxy Statement/Prospectus carefully when they are available. Investors and security holders will be able to obtain free copies of the Registration Statements and the Proxy Statement/Prospectus and other documents filed with the SEC by Veritas and CGG through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders will be able to obtain free copies of the Registration Statements and the Proxy Statement/Prospectus when they become available from Veritas by contacting Investor Relations at +1 (832) 351-882 and from CGG by contacting Investor Relations at [invrel@cgg.com](mailto:invrel@cgg.com) or by telephone at +33 1 64 47 38 31.

Veritas and its directors and executive officers also may be deemed to be participants in the solicitation of proxies from the stockholders of Veritas in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein will be included in the Proxy Statement/Prospectus described above. Additional information regarding these directors and executive officers is also included in Veritas's proxy statement for its 2005 Annual Meeting of Stockholders, which was filed with the SEC on or about October 28, 2005. This document is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and from Veritas by contacting Investor Relations at +1 (832) 351-882.

CGG and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Veritas in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein will be included in the Proxy Statement / Prospectus described above. Additional information regarding these directors and executive officers is also included in CGG's Form 20-F filed with the SEC on May 9, 2006. This document is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and from CGG by contacting Investor Relations at [invrel@cgg.com](mailto:invrel@cgg.com) or by telephone at +33 1 64 47 38 31.

---

**CGG-VERITAS**

**Integration committees**

With the assistance of our legal advisors, we have identified the areas where CGG and Veritas can start planning for the integration of our two companies. There will be two phases, one pre-closing phase which can start immediately and, one that we will be able to start only once the closing of the merger is done.

These two phases and the relevant integration committees are identified here below.

**Pre-closing phase**

**Integration Steering Committee:**

Scope:

- Definition of the main directions and guidelines of the integration process,
- Coordination and monitoring of the other integration committees,
- Meets monthly and as needed.

A Project Office will also be formed. Its main objective will be to ensure the efficiency of the overall integration process, including the timely issuance of the work synthesis of the committees.

**Organization Committee:**

This committee is divided in two sub-committees, which from time to time will meet in one to work on common subjects (as for example the organization of the support functions of Services). These two sub-committees are:

**Services Organization Committee:**

Scope:

- Definition of the detailed organization of Services, including the definition of roles, responsibilities and management systems.

**Support Functions Organization Committee:**

Scope:

- Definition of the detailed organization of the support functions of both Corporate and Services, including the definition of roles, responsibilities and management systems.
-

**Technology Committee**

Scope:

- Definition of the R&D organization of Services, including the definition of roles, responsibilities and management systems.

Two Work Groups, each addressing one specific data processing topic, report to this committee:

- **Data processing IT**
- **Data processing software & methodology**

**QHSE Management systems Committee :**

Scope

- Definition of the plan of convergence of the QHSE management systems,
- Definition of a first phase of bridging the two existing management systems.

**HR Management Systems and Training Committee**

Scope:

- Integration of the HR management systems (excluding remuneration and benefits) and of the internal training,
- Definition of common key performance indicators for the CY2007 bonus plan.

**Management Information Systems committee**

Scope

- Definition of the architecture and plan of convergence of the MIS systems,
- Meets as necessary and report to the Integration Steering Committee.

**Post closing phase**

The **Integration Steering Committee** will be maintained as long as necessary. The five following committees will report to the Integration Steering Committee:

- The **Technology Committee**, which will continue as long as necessary with its two specific data processing work groups for IT and software and methodology,
- The **QHSE Management System Committee**, which will continue as long as necessary,
- The **Management Information System Committee**, which will as well continue as long as necessary,

Integration committees



- The **HR Management System and training (CGG-Veritas University) Committee**, which, at this stage, will add to its scope of work issues related to classification, remunerations, and benefits,
  - The **Synergies Committee** which will be created at closing. Its scope will be to define and monitor the action plan related to synergies.
-