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VERITAS DGC INC
Form 8-K
June 24, 2002

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date Of Report (Date Of Earliest Event Reported): JUNE 21, 2002

VERITAS DGC INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|-------------------------------------------|--------------------------------------|-------------------------------------------------------|
| DELAWARE (State or Other Jurisdiction) | 001-7427 (Commission File No.) | 76-0343152 (I.R.S. Employer Identification No.) |
|-------------------------------------------|--------------------------------------|-------------------------------------------------------|

10300 TOWN PARK
HOUSTON, TEXAS 77072
(Address of Principal Executive Offices) (Zip Code)

832-351-8300
(Registrant's Telephone Number, Including Area Code)

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ITEM 5. OTHER EVENTS

On June 21, 2002 Veritas DGC Inc. and Petroleum Geo-Services ASA entered into an amendment to the Agreement and Plan of Merger and Exchange Agreement dated as of November 26, 2001, among PGS, Veritas, Venus I, Venus

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Holdco Inc. and Venus Mergerco Inc. A copy of the amendment is filed as Exhibit 2.1 hereto and is incorporated herein by reference. The text of a joint press release issued by PGS and Veritas regarding the amendment is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1 | First Amendment to the Agreement and Plan of Merger and Exchange Agreement, dated as of June 21, 2002, among Petroleum Geo-Services ASA, Veritas DGC Inc., Venus I, Venus Holdco Inc., Venus Mergerco Inc., Neptune I, Inc., Neptune Holdco LLC and Neptune Mergerco Inc. (including as Exhibit A the form of Memorandum of Association and as Exhibit B the form of Articles of Association of the Cayman Islands holding company). |
| 99.1 | Press release of PGS and Veritas issued June 21, 2002. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VERITAS DGC INC.
(Registrant)

/s/ Matthew D. Fitzgerald

Matthew D. Fitzgerald
Executive Vice President, Chief Financial
Officer and Treasurer

Date: June 24, 2002

EXHIBIT INDEX

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