

ION GEOPHYSICAL CORP

Form SC 13G

August 20, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**ION Geophysical Corporation**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**462044207**  
(CUSIP Number)

**August 8, 2018**  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

(Continued on following pages)

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NAMES OF REPORTING PERSONS

1

Rajay Bagaria

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

UNITED STATES OF AMERICA

SOLE VOTING POWER

5

9,450 shares of Common Stock  
SHARED VOTING POWER

NUMBER OF

6

SHARES

697,459 shares of Common Stock  
BENEFICIALLY SOLE DISPOSITIVE POWER

OWNED BY 7

EACH 9,450 shares of Common Stock  
SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH 8

697,459 shares of Common Stock  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

706,909 shares of Common Stock  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES

**10**

CERTAIN SHARES

[ ]

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

**11**

5.05% of the outstanding shares of  
Common Stock  
TYPE OF REPORTING PERSON

**12**

IN (Individual)

Item 1. (a) **Name of Issuer:**

ION Geophysical Corporation (the “Issuer”)

(b) **Address of Issuer’s Principal Executive Offices:**

2105 City West Boulevard, Suite 100

Houston, TX 77042

Item 2. (a) **Name of Persons Filing:**

Rajay Bagaria

(b) **Address of Principal Business Office or, if None, Residence:**

For all persons filing:

1185 Avenue of the Americas, 39<sup>th</sup> Floor

New York, NY 10036

(c) **Citizenship:**

Rajay Bagaria is a citizen of the United States

(d) **Title of Class of Securities:**

Common Stock

(e) **CUSIP Number:**

462044207

Item 3. **If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

Item 4. **Ownership.**

**Rajay Bagaria**

(a) Amount Beneficially Owned:	706,909
(b) Percent of Class:	5.05%
(c) Number of Shares to Which Reporting Person Has:	
(i) Sole Voting Power:	9,450
(ii) Shared Voting Power:	697,459
(iii) Sole Dispositive Power:	9,450
(iv) Shared Dispositive Power:	697,459

The reported shares are the Issuer's common stock.

As of August 8, 2018, 697,459 of the reported shares are owned directly by private investment funds and separately managed accounts for which Wasserstein Debt Opportunities Management, LP, a Delaware limited partnership (the "Investment Adviser"), serves as the investment adviser. The general partner of the Investment Adviser is WDO Management GP, LLC (the "General Partner"). The Investment Adviser and General Partner could be deemed to be an indirect beneficial owner of these shares. Rajay Bagaria is a control person of the Investment Adviser and manager of the General Partner, and could be deemed to share such indirect beneficial ownership with the Investment Adviser and General Partner. Additionally, Mr. Bagaria personally owns shares of the Issuer, as described above.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [ ]

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

Item 10.

**Certification.**

By signing below, each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**Signature**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: August  
16, 2018

/s/ Rajay  
Bagaria  
Rajay  
Bagaria