

RPC INC  
Form 8-K  
July 28, 2006

**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): July 25, 2006**

**RPC, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>1-8726</b> (Commission File Number)	<b>58-1550825</b> (IRS Employer Identification No.)
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2170 Piedmont Road, NE, Atlanta, Georgia 30324  
(Address of principal executive office) (zip code)

**Registrant's telephone number, including area code: (404) 321-2140**

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))



**Item 1.01. Entry Into a Material Definitive Agreement.**

On July 25, 2006, the Board of Directors and Compensation Committee of RPC, Inc. (the “Company”) acted to adopt non-substantive amendments to the Company’s 1994 and 2004 Stock Incentive Plans. These amendments clarify that antidilution adjustments to equity awards under those plans are required and not discretionary actions of the Company. The purpose of these amendments is to ensure that customary antidilution adjustments to equity awards resulting from certain corporate transactions such as a stock split or a stock dividend do not result in the modification of an equity award for purposes of Statement of Financial Accounting Standards No. 123R, “Share-Based Payments.” If these antidilution adjustments were characterized as a modification of an equity award, the modification could require the Company to record incremental compensation expense. The amendments are designed to remove the potential for modification accounting resulting from these types of corporate transactions.

**SIGNATURES**

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

RPC, Inc.

Date: July 28, 2006

/s/ Ben M. Palmer  
Ben M. Palmer  
Vice President,  
Chief Financial Officer and Treasurer