

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): **May 8, 2024**

MIND Technology, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-13490

(Commission
File Number)

76-0210849

(I.R.S. Employer
Identification No.)

**2002 Timberloch Place, Suite 550
The Woodlands, Texas**

(Address of principal executive offices)

77380

(Zip Code)

Registrant's telephone number, including area code: **281-353-4475**

Not Applicable

(Former name or former address, if changed since last report.)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock - \$0.01 par value per share	MIND	The NASDAQ Stock Market LLC
Series A Preferred Stock - \$1.00 par value per share	MINDP	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On May 8, 2024, MIND Technology, Inc. (the “Company”) issued the attached press release regarding the rescheduled meeting of holders of its 9.00% Series A Cumulative Preferred Stock, \$1.00 par value per share (the “preferred stock”) and the revision of the proposed amendment to the terms of the preferred stock. The revised amendment provides that at the discretion of its Board of Directors deciding to file the Amendment with the Secretary of State of the State of Delaware at any time prior to July 31, 2024, each share of preferred stock shall be converted into 3.9 shares of common stock, \$0.01 par value per share, upon the effective time of the Amendment (the “Preferred Stock Proposal”). A copy of the press release is furnished as Exhibit 99.1 to this report and incorporated by reference into this Item 8.01.

On May 8, 2024, the Company also made available a new corporate presentation regarding the Preferred Stock Proposal. A copy of the presentation is furnished as Exhibit 99.2 to this report and incorporated by reference into this Item 8.01 and is available on the Company’s website at www.mind-technology.com.

The information in this Item 8.01 (including the information incorporated by reference into this Item 8.01) is being furnished, not filed, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is not subject to the liabilities of that section, and will not be incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), unless specifically identified therein as being incorporated therein by reference.

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements contained in this report should be considered forward-looking statements. These forward-looking statements may be identified by words such as “may,” “will,” “expect,” “intend,” “anticipate,” “believe,” “estimate,” “plan,” “project,” “could,” “should,” “would,” “continue,” “seek,” “target,” “guidance,” “outlook,” “if current trends continue,” “optimistic,” “forecast” and other similar words. Such statements include, but are not limited to, statements about the Company’s plans, objectives, expectations, intentions, estimates and strategies for the future, and other statements that are not historical facts. These forward-looking statements are based on the Company’s current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. These risks and uncertainties include, but are not limited to, those set forth in the Company’s Annual Report on Form 10-K for the year ended January 31, 2023 (especially in Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations), and other risks and uncertainties listed from time to time in the Company’s other filings with the Securities and Exchange Commission. There may be other factors of which the Company is not currently aware that may affect matters discussed in the forward-looking statements and may also cause actual results to differ materially from those discussed. The Company does not assume any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements other than as required by law. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	MIND Technology, Inc. press release dated May 8, 2024.
99.2	MIND Technology, Inc. presentation dated May 8, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

May 8, 2024

MIND Technology, Inc.

By: /s/ Robert P. Capps

Name: Robert P. Capps

Title: President and Chief Executive Officer



NEWS RELEASE

Contacts: Rob Capps, President & CEO
MIND Technology, Inc.
281-353-4475

Ken Dennard / Zach Vaughan
713-529-6600
MIND@dennardlascar.com

MIND Technology Announces New Date For Virtual Special Meeting of Preferred Stockholders and Revised Proposal

THE WOODLANDS, TX, May 8, 2024 – MIND Technology, Inc. (“MIND” or the “Company”) (Nasdaq: MIND; MINDP) announced today that the previously announced virtual special meeting of holders of its 9% Series A Cumulative Preferred Stock (the “preferred stock”) to approve an amendment to the Certificate of Designations, Preferences and Rights of the Preferred Stock has been rescheduled for June 13, 2024. Additionally, the proposed amendment has been revised such that each share of preferred stock would be converted into 3.9 shares of common stock, \$0.01 par value per share (the “common stock”), rather than the 2.7 shares initially proposed, at the sole discretion of the Company’s Board of Directors at any time prior to July 31, 2024 (the “revised proposal”). A new record date has also been established.

Preferred stockholders as of the new record date of April 26, 2024 are entitled to vote at a virtual Special Meeting of Preferred Stockholders to be held June 13, 2024. The affirmative vote of two thirds (66 2/3%) of the outstanding shares of preferred stock is required for approval of the revised proposal. Holders of the Company’s common stock are not entitled to vote at this meeting. Due to the new meeting date, it was necessary to establish a new record date and solicit new proxies, which process has begun. Proxies from the postponed meeting, including those previously voted, are no longer valid.

Rob Capps, President and CEO of MIND, stated, “Based on feedback from preferred stockholders during the initial solicitation, we determined that it would be appropriate to postpone the special meeting and reconsider the terms of the preferred stock proposal. Due to the diverse holdings of the preferred stock, additional time was necessary to solicit proxies. Additionally, certain preferred stockholders indicated they wanted to see the Company’s financial results for the fourth quarter and fiscal year ended January 31, 2024 before casting a vote on the proposal. We filed our annual report on Form 10-K for fiscal 2024 on April 30, 2024. Finally, certain preferred stockholders indicated an unwillingness to support the proposal at the conversion rate initially proposed, but would consider supporting a revised conversion rate. Based on discussions with these holders, we believe they will be supportive of the revised proposal.”

“We believe the revised proposal is in the best interests of all stakeholders in MIND as it provides financial flexibility and simplifies our capital structure. It, in my opinion, provides the best opportunity to take advantage of our improving operations and create additional value for all stockholders. The continued accrual of preferred stock dividends creates what I believe is an “overhang” which limits our ability to obtain growth capital and makes us less attractive to potential partners.

“Based on the 10-day volume weighted average price of the preferred stock and common stock as of March 3, 2024, the revised proposal provides preferred stockholders with common stock valued at \$19.66 per share, which is approximately a 112% premium to the market value of the preferred stock, with the potential to participate in the Company’s further growth. Following the conversion, current preferred stockholders will hold approximately 82% of the Company’s common stock which effectively expands the current voting rights of the preferred stockholders,” concluded Capps.

About MIND Technology

MIND Technology, Inc. provides technology to the oceanographic, hydrographic, defense, seismic and security industries. Headquartered in The Woodlands, Texas, MIND has a global presence with key operating locations in the United States, Singapore, Malaysia, and the United Kingdom. Its Seemap unit, designs, manufactures, and sells specialized, high performance, marine exploration and survey equipment.

Forward-looking Statements

Certain statements and information in this press release may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, our objectives for future operations, future orders and anticipated delivery of existing orders, and future payments of dividends are forward-looking statements. The words “believe,” “expect,” “anticipate,” “plan,” “intend,” “should,” “would,” “could” or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. All comments concerning our expectations for future revenues and operating results are based on our forecasts of our existing operations and do not include the potential impact of any future acquisitions or dispositions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. These risks and uncertainties include, without limitation, reductions in our customers’ capital budgets, our own capital budget, limitations on the availability of capital or higher costs of capital, volatility in commodity prices for oil and natural gas.

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, unless required by law, whether as a result of new information, future events or otherwise. All forward-looking statements included in this press release are expressly qualified in their entirety by the cautionary statements contained or referred to herein.

Important Additional Information and Where To Find It

MIND has filed with the Securities and Exchange Commission (“SEC”) a definitive revised proxy statement on Schedule 14A on May 7, 2024, with respect to its solicitation of proxies for the Virtual Special Meeting of Preferred Stockholders (including any and all adjournments, postponements, continuations, and reschedulings thereof, the “Special Meeting”). **PREFERRED STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER AMENDMENTS OR SUPPLEMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT MIND’S SOLICITATION.** Investors and security holders may obtain copies of these documents and other documents filed with the SEC by MIND free of charge through the website maintained by the SEC at www.sec.gov. The Notice of Virtual Special Meeting of Preferred Stockholders and our Proxy Statement for the Special Meeting and Annual Report on Form 10-K for the fiscal year ended January 31, 2024 are available at

www.viewproxy.com/MINDTechnology/2024

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MIND Technology, Inc.

Special Meeting of Preferred Stockholders

June 13, 2024¹

Amendment to Series A Preferred Stock

¹ Postponed from April 25, 2024

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Forward Looking Statement

Certain statement and information in this presentation may constitute “forward-looking statements” within the meaning of section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. The words “believe,” “expect,” “anticipate,” “plan,” “intend,” “foresee,” “should,” “would,” “could,” or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. All comments concerning our expectations for future revenues and operating results are based on our forecasts for our existing operations and do not include the potential impact of future acquisitions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections.

For additional information regarding known material factors that could cause our actual results to differ from our projected results, please see our filings with the United States Securities and Exchange Commission, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.



No Offer or Solicitation

This presentation is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval. The solicitation of votes or approval shall only be made via a definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission ("SEC"), as supplemented from time to time.

Additional Information about the Amendment and Where to Find It

In connection with the proposed amendment, the Company filed a definitive proxy statement on Schedule 14A with the SEC. The Company commenced mailing the definitive proxy statement to holders of the Series A Preferred Stock on or about May 8, 2024. The Company may file other relative documents with the SEC regarding the proposed amendment. This document is not a substitute for the definitive proxy statement or any other relative documents the Company may file with the SEC. **HOLDERS OF THE SERIES A PREFERRED STOCK ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELATIVE DOCUMENTS THAT THE COMPANY MAY FILE WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENT, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THE CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE PROPOSED AMENDMENT.** Investors and security holders are able to obtain free copies of the definitive proxy and all other relative documents once such documents are filed with the SEC through the website maintained by the SEC at www.sec.gov. Additional copies of the definitive proxy will be available for free from the Company.

If you have any questions about the proposed amendment, you should contact:

Alliance Advisors, as Information Agent.

**Alliance Advisors, LLC
200 Broadacres Dr
Bloomfield, NJ 07003**

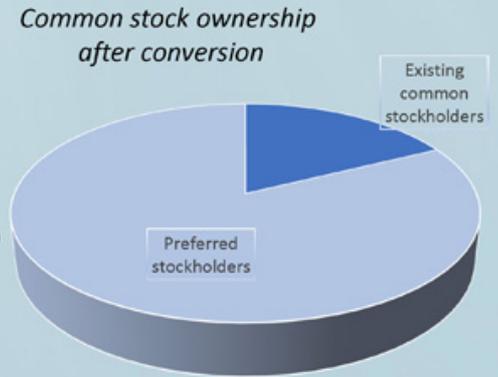
Call: 833-795-8497

Email: MIND@AllianceAdvisors.com

- **The postponement of the meeting was deemed necessary for the following reasons:**
 - More time was required to solicit sufficient proxies
 - Some preferred stockholders wanted to review Fourth Quarter Fiscal 2024 results before voting – we announced those results on April 29, 2024
 - Some preferred stockholders were not supportive of the initial proposal, but indicated support at a revised exchange ratio
- **The new meeting date (June 13, 2024) necessitated a new record date (April 26, 2024)**
- **Therefore, proxies from the postponed meeting, including those previously voted, are no longer valid**

- **Amend the terms of the Series A Preferred Stock**
 - **Amendment to Certificate of Designations, Preferences and Rights of MIND Technology, Inc. 9.00% Series A Cumulative Preferred Stock (the “Series A Preferred Stock”)**
- **Provides for the conversion each share of Series A Preferred Stock into 3.9 shares of MIND common stock at the discretion of the Company’s Board of Directors at anytime prior to July 31, 2024**

- **Estimated market value of common received represents a significant premium to the market value of the preferred stock**
- **Benefit from any accretion in value of common stock**
- **Larger combined market for the common stock**
- **Facilitates the Company's growth**
- **Makes the Company a more attractive acquisition target**
- **Increase in Company's value accrues predominately to preferred stockholders due to majority ownership**
- **Expanded voting rights**



- **Market prices**
 - Preferred Stock - \$9.29 / share ¹
 - Common Stock - \$5.04 / share ¹

- **Value received upon conversion – 3.9 shares of common X \$5.04 / share = \$19.66 / share of preferred stock**
 - Approximately a 112% premium to the market value of the preferred stock

- **Upon conversion current holders of preferred stock would own approximately 82% of all common stock**

¹ Based on 10-day average of volume weighted average price ("VWAP") as of May 3, 2024



- **The Company's current operations and expected cash flow don't support the payment of preferred stock dividends and at the same time fund anticipated growth**
- **Management believes the existence of the preferred stock creates an "overhang" which limits the Company's flexibility and options**
 - **Limits access to additional capital**
 - **Inhibits merger and acquisition opportunities**
 - **Inhibits growth opportunities**

- Forfeit rights to accumulated and any future dividends
- Forfeits liquidation preference
- Current market value of common stock received is less than liquidation preference of preferred stock
- Future market value of common stock is uncertain
- Anticipated growth in business may not occur

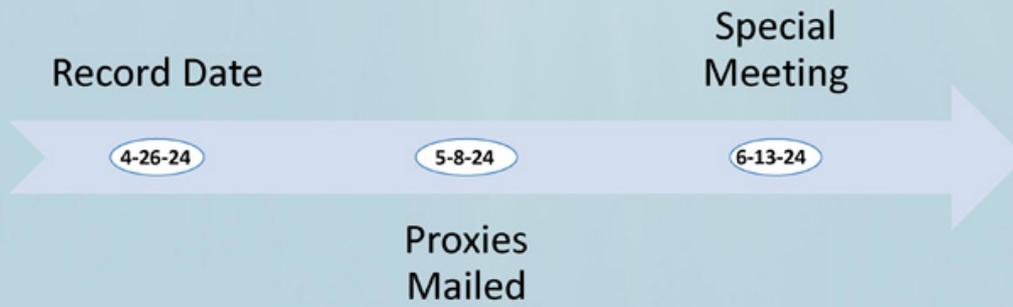


- **The terms of the Series A Preferred Stock will not be amended**
 - Accumulated and unpaid dividends will not be eliminated
 - Further dividends will continue to accumulate
 - Dividends will be paid when, as and if declared by the Board of Directors
- **We will consider other restructuring options, such as**
 - An exchange offer with different terms from the Proposal
 - Issuing debt instruments, which could include conversion features and with seniority to the Series A Preferred Stock
 - Entering into other debt obligations, such as secured credit facilities



- **The amendment must be approved by 2/3 of the outstanding preferred stock**
 - Non-votes are effectively a “no” vote
- **Holders of MIND common stock are not entitled to vote on this matter**

- **Special meeting of preferred stockholders – June 13, 2024**
 - Holders of record as of April 26, 2024





MIND
TECHNOLOGY

Recommendation

Management and the Board of Directors
recommend you vote **FOR** the proposal

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- **If you hold your Preferred Stock in “street name” through a broker or other nominee, please contact your broker or advisor to obtain instructions on how to vote your shares**
- **Additional information can be obtained from our information agent, Alliance Advisors, LLC**
 - **Call: 833-795-8497**
 - **Email: MIND@AllianceAdvisors.com**