

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

**Form S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

MIND Technology, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3812
(Primary Standard Industrial
Classification Code Number)

76-0210849
(IRS Employer
Identification No.)

2002 Timberloch Place, Suite 400
The Woodlands, Texas 77380
936-291-2277

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert P. Capps
President and Chief Executive Officer
2002 Timberloch Place, Suite 400
The Woodlands, Texas 77380
936-291-2277

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Timothy T. Samson
Amy R. Curtis
Holland & Knight LLP
811 Main Street, Suite 2500
Houston, Texas 77002
(713) 821-7000

Richard H. Kronthal
Hunton Andrews Kurth LLP
200 Park Avenue
New York, New York 10166
(212) 309-1000

Philip M. Haines
Hunton Andrews Kurth LLP
600 Travis Street, Suite 4200
Houston, TX 77002
(713) 220-4200

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-260486

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽²⁾⁽³⁾
Series A Cumulative Preferred Stock, par value \$1.00	82,800	\$24.25	\$2,007,900	\$187

(1) The Registrant is registering 82,800 shares of Series A Cumulative Preferred Stock, par value \$1.00 (the "Preferred Stock") pursuant to this Registration Statement, which includes 10,800 shares which the underwriters have the option to purchase. Does not include shares of Preferred Stock that the Registrant previously registered on Registration Statement on Form S-1 (File No. 333-260486), as amended (the "Registration Statement").

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").

(3) The Registrant previously registered 414,000 shares of its Preferred Stock having a proposed maximum aggregate offering price of \$10,250,640 on the Registration Statement, which was declared effective by the Securities and Exchange Commission on November 8, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$2,007,900 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

EXPLANATORY NOTE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, MIND Technology, Inc. (the “Company”) is filing this registration statement (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”). This Registration Statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-260486), which the Company originally filed on October 25, 2021, as amended (the “Initial Registration Statement”), and which the SEC declared effective on November 8, 2021.

The Company is filing this Registration Statement for the sole purpose of increasing the number of shares of its Series A Cumulative Preferred Stock to be registered for issuance and sale by 82,800 shares, including 10,800 additional shares that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Initial Registration Statement. The information set forth in the Initial Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

CERTIFICATION

The Company hereby certifies to the SEC that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the SEC’s account at U.S. Bank as soon as practicable (but no later than the close of business as of November 9, 2021), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than November 9, 2021.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

Exhibit Number	Document Description	Report or Registration Statement	SEC File or Registration Number	Exhibit Reference
5.1†	Opinion of Holland & Knight LLP			
23.1†	Consent of Moss Adams LLP			
23.2†	Consent of Holland & Knight LLP (included as part of Exhibit 5.1 hereto)			

† Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on November 8, 2021.

MIND Technology, Inc.

By: /s/ ROBERT P. CAPPS

Name: Robert P. Capps

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on November 8, 2021.

Signature	Title
<u>/S/ ROBERT P. CAPPS</u> ROBERT P. CAPPS	President, Chief Executive Officer and Director
<u>/S/ MARK A. COX</u> MARK A. COX	Chief Financial Officer and Vice President Finance and Accounting
<u>*</u> PETER H. BLUM	Non-Executive Chairman of the Board of Directors
<u>*</u> WILLIAM H. HILARIDES	Director
<u>*</u> ROBERT J. ALBERS	Director
<u>*</u> THOMAS S. GLANVILLE	Director
<u>*</u> MARCUS ROWLAND	Director

Robert P. Capps hereby signs this Registration Statement on Form S-1 on behalf of each of the indicated persons for whom he is attorney-in-fact on November 8, 2021 pursuant to a power of attorney filed with the Registration Statement on Form S-1 (File No. 333-260486) filed with the SEC on October 25, 2021.

* By: /s/ Robert P. Capps
Robert P. Capps
Attorney-in-Fact

Holland & Knight

811 Main Street, Suite 2500 | Houston, TX 77002-6129 | T 713.654.8111 | F 713.654.1871
Holland & Knight LLP | www.hklaw.com

November 8, 2021

MIND Technology, Inc.
2002 Timberloch Place, Suite 400
The Woodlands, Texas

Re: MIND Technology, Inc. Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to MIND Technology, Inc., a Delaware corporation (the “Company”), in connection with the registration pursuant to Rule 462(b) (the “Additional Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), of the offering and sale by the Company of up to an aggregate of 72,000 shares of the Company’s 9.00% Series A Cumulative Preferred Stock, par value \$1.00 per share (the “Preferred Stock”), and up to an additional 10,800 shares of Preferred Stock (to the extent applicable, collectively, the “Shares”) pursuant to the underwriter’s option to purchase additional shares of Preferred Stock, as set forth in the Registration Statement on Form S-1 File No. 333-260486 relating to the Shares, as amended (the “Original Registration Statement”), including a Prospectus that forms a part thereof, filed by the Company with the Securities and Exchange Commission, and in accordance with the underwriting agreement to be executed by the Company and Ladenburg Thalmann & Co. Inc., as underwriter, in the form filed as an exhibit to the Original Registration Statement (the “Underwriting Agreement”). The Additional Registration Statement incorporates by reference the Original Registration Statement. This opinion letter is in addition to our opinion letter that was filed as Exhibit 5.1 to the Original Registration Statement. This opinion is being furnished in accordance with the requirements of Item 601(b)(5)(i) of Regulation S-K under the Securities Act.

In connection with this opinion letter, we have examined the form of Underwriting Agreement, and original counterparts or copies of original counterparts of the Registration Statement. We have also examined originals or copies of such other records of the Company, certificates of public officials and of officers or other representatives of the Company and agreements and other documents, including without limitation the Company’s Certificate of Designations, Preferences and Rights of 9.00% Series A Preferred Stock, as amended to date, as we have deemed necessary, subject to the assumptions set forth below, as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed:

- (i) The genuineness of all signatures.
- (ii) The authenticity of the originals of the documents submitted to us.
- (iii) The conformity to authentic originals of any documents submitted to us as copies.
- (iv) As to matters of fact material to our opinions, the truthfulness of the representations and statements made in certificates of public officials and officers or other representatives of the Company.
- (v) That, upon sale and delivery, valid book-entry notations for the issuance of the Shares in uncertificated form will have been duly made in the share register of the Company.

We have not independently established the validity of the foregoing assumptions.

Based upon the foregoing, and subject to the qualifications and limitations herein set forth, we are of the opinion that when (i) the Underwriting Agreement has been duly executed and delivered, and (ii) the Shares have been issued and delivered in accordance with the Underwriting Agreement against payment in full of the consideration payable therefor as contemplated by the Underwriting Agreement (and for not less than the par value of the Shares), the Shares will be validly issued, fully paid and nonassessable.

Our opinion is limited to Delaware General Corporation Law, including all applicable provisions of the constitution of such jurisdiction and reported judicial decisions interpreting such laws, and we do not express any opinion herein concerning any other laws.

This opinion letter is limited to the matters expressly stated herein and is provided solely for purposes of complying with the requirements of the Securities Act, and no opinions may be inferred or implied beyond the matters expressly stated herein. The opinions expressed herein are rendered and speak only as of the date hereof, and we specifically disclaim any responsibility to update such opinions subsequent to the date hereof or to advise you of subsequent developments affecting such opinions.

We consent to the reference to this firm in the Registration Statement under the caption "Legal Matters" as the attorneys who will pass upon the legal validity of the Shares and to the filing of this opinion as Exhibit 5.1 to the Registration Statement. Our consent, however, shall not constitute an admission to our being experts as provided for in Sections 7 and 11 of the Securities Act.

Sincerely yours,

/s/ Holland & Knight LLP

HOLLAND & KNIGHT LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use in this Registration Statement on Form S-1 pursuant to Rule 462(b) of the Securities Act of 1933 of MIND Technology, Inc. of our report dated April 6, 2021, relating to the consolidated financial statements of MIND Technology, Inc. as of January 31, 2021 and 2020, and for the years then ended, and to the reference to our firm under the heading "Experts" in the Amendment No. 1 to Registration Statement on Form S-1 (No. 333- 260486) and related prospectus.

/s/ Moss Adams LLP

Houston, Texas
November 8, 2021