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):

September 5, 2012

Mitcham Industries, Inc.

(Exact name of registrant as specified in its charter)

Texas	000-25142	76-0210849
(State or other jurisdiction	(Commission	(I.R.S. Employer
of incorporation)	File Number)	Identification No.)
8141 SH 75 South, P.O. Box 1175, Huntsville, Texas		77342
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code:		936-291-2277
	Not Applicable	
Former name or	former address, if changed since la	st report
Check the appropriate box below if the Form 8-K filing is intended provisions:	to simultaneously satisfy the filing	obligation of the registrant under any of the following
Written communications pursuant to Rule 425 under the Securi		
Soliciting material pursuant to Rule 14a-12 under the Exchange Pre-commencement communications pursuant to Rule 14d-2(b)	•	240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c)		

Top of the Form

Item 2.02 Results of Operations and Financial Condition.

On September 5, 2012 Mitcham Industries, Inc. issued a press release announcing earnings for the quarter ended July 31, 2012. The date and time for a conference call discussing the earnings are also included in the press release. The text of the press release is attached to this report as Exhibit 99.1.

The information in this report is being furnished, not filed, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and pursuant to Item 2.02 of form 8-K will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are filed as a part of this report:

Exhibit No. Description

99.1 Mitcham Industries, Inc. press release dated September 5, 2012

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.

Mitcham Industries, Inc.

September 5, 2012

By: /s/ Robert P. Capps

Name: Robert P. Capps Title: Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Mitcham Industries, Inc. press release dated September 5, 2012

NEWS RELEASE

Contacts: Billy F. Mitcham, Jr., President & CEO

Mitcham Industries, Inc.

936-291-2277

Jack Lascar / Karen Roan

Dennard Rupp Gray &Lascar (DRG&L)

713-529-6600

MITCHAM INDUSTRIES REPORTS FISCAL 2013 SECOND QUARTER RESULTS

HUNTSVILLE, TX – September 5, 2012 – Mitcham Industries, Inc. (NASDAQ: MIND) today announced financial results for its fiscal 2013 second quarter ended July 31, 2012.

Total revenues for the second quarter were \$23.1 million compared to \$21.3 million in the second quarter of fiscal 2012. Equipment leasing revenues were \$10.9 million in the second quarter compared to \$12.3 million in the same period last year. Seamap sales were \$7.3 million compared to \$6.5 million a year ago. Net income for the second quarter was \$6.4 million, or \$0.48 per diluted share, compared to \$1.3 million, or \$0.11 per diluted share, in the second quarter of fiscal 2012. As reported in a press release on August 9, 2012, fiscal 2013 second quarter results included a benefit of approximately \$5.3 million resulting from the settlement of outstanding tax issues. Excluding the impact of the tax benefit, net income for the second quarter of fiscal 2013 would have been approximately \$1.1 million, or \$0.08 per diluted share. EBITDA (earnings before interest, taxes, depreciation and amortization) for the second quarter of fiscal 2013 was \$10.2 million compared to \$9.3 million in the same period last year. EBITDA in both periods was approximately 44% of total revenues. EBITDA, which is not a measure determined in accordance with United States generally accepted accounting principles ("GAAP"), is defined and reconciled to reported net income and cash provided by operating activities, the most comparable GAAP measures, in the accompanying financial tables.

Bill Mitcham, President and CEO, stated, "From a seasonal standpoint, the second quarter of our fiscal year is usually the slowest due to the end of the winter seasons in Canada and Russia. Therefore, we expected a decline in leasing revenues in the second quarter as compared to the first quarter. As we mentioned in our August 9th press release, the quarter was also negatively impacted by lower land activity levels in Latin America, resulting from permitting issues and project delays due to weather, as well as lower than expected levels of activity in Europe due to fiscal issues and environmental concerns. Marine leasing activity remained strong in the second quarter, and Seamap had a solid quarter due in part to the delivery of certain orders that slid from the first quarter.

"We expect to see a better second half of the year in our leasing business. In Latin America, activity has already started to pick up as several jobs have begun following the delays we previously mentioned. In addition, bidding activity levels are higher, and we anticipate an improvement in that region over the next two quarters, as compared to the first half of the year. We currently anticipate strong winter seasons in Canada and Russia as we are seeing early commitments from some customers in those regions. With the additions to our lease pool that we have made and plan to make this year, we expect to have more equipment deployed in both Canada and Russia this winter, including additional three-component digital sensors. We expect marine leasing activity to remain solid, driven by the continued overall strength of the marine seismic market. We also expect Seamap to have a good fourth quarter as a result of scheduled deliveries and new orders from marine contractors continuing to expand the technical capabilities of their vessels.

"We believe we have a solid business model that allows us to generate free cash flow, significant financial resources on hand, and access to additional capital should the need arise. These factors provide us with a great deal of financial flexibility that enables us to capitalize on market opportunities that are likely to arise."

CREDIT FACILITY EXPANSION

The Company recently entered into an amended revolving credit agreement with First Victoria National Bank (the "Bank"). The amended credit agreement provides for total borrowings of up to \$50 million on a revolving basis through August 2015, interest at the prime rate with a floor of 3.25% and increased flexibility for other debt. Other material terms of the agreement are essentially unchanged from the Company's previous \$35 million credit facility with the Bank.

FISCAL 2013 SECOND QUARTER RESULTS

Total revenues for the second quarter of fiscal 2013 were \$23.1 million compared to \$21.3 million a year ago. A significant portion of the Company's revenues are typically generated from geographic areas outside the United States, and during the second quarter of fiscal 2013, the percentage of revenues from international customers was approximately 68% as compared to 81% in the second quarter of fiscal 2012.

Equipment leasing revenues, excluding equipment sales, were \$10.9 million compared to \$12.3 million in the same period a year ago. The decline in equipment leasing revenues was primarily attributable to lower levels of land activity in Latin America and Europe.

Lease pool equipment sales were \$3.2 million compared to \$326,000 in the second quarter a year ago. Sales of new seismic, hydrographic and oceanographic equipment were \$1.7 million compared to \$2.1 million in the same period a year ago.

Seamap equipment sales for the second quarter of fiscal 2013 were \$7.3 million compared to \$6.5 million in the same period a year ago. This year's second quarter included the sale of one GunLink 4000 system along with sales of other equipment, replacement parts, engineering services and ongoing support and repair services which includes the effect of approximately \$2.5 million related to certain orders that were delayed from the first quarter due to customer requirements.

Lease pool depreciation expense in the second quarter of fiscal 2013 was \$8.4 million compared to \$6.7 million in the same period a year ago, representing a 26% increase. This increase resulted from additions made to the Company's lease pool during fiscal 2012 of approximately \$69 million.

Gross profit in the second quarter of fiscal 2013 was \$7.4 million compared to \$8.2 million a year ago due to higher revenues. Gross profit margin for the second quarter of fiscal 2013 was 32% compared to 39% in the same period a year ago due to lower leasing revenues and higher depreciation expense.

General and administrative expenses for the second quarter of fiscal 2013 were \$5.7 million, which includes \$870,000 of stock-based compensation expense, compared to \$5.8 million in the same period a year ago. Operating income was \$1.3 million compared to \$2.6 million in the second quarter of fiscal 2012. The Company reported an income tax benefit in the second quarter of fiscal 2013 of \$5.1 million, resulting from the settlement of outstanding tax issues involving the Company's Canadian income tax returns. The benefit arising from the settlement and related matters totaled approximately \$5.3 million. Excluding this benefit, tax expense for the fiscal 2013 second quarter would have been approximately \$200,000.

FISCAL 2013 FIRST HALF RESULTS

Total revenues for the first six months of fiscal 2013 were \$57.7 million compared to \$47.8 million for the first six months of fiscal 2012. Core equipment leasing revenues were \$31.9 million in the first six months of fiscal 2013 compared to \$29.0 million in the same period a year ago. Lease pool equipment sales in the first six months of fiscal 2013 amounted to \$5.5 million versus \$661,000 in the first six months of fiscal 2012. Sales of new seismic, hydrographic and oceanographic equipment for the first half of fiscal 2013 were \$2.5 million compared to \$3.2 million in the first half of fiscal 2012. Seamap equipment sales for the first half of fiscal 2013 were \$17.8 million compared to \$14.9 million in the same period of last year.

Operating income for the first half of fiscal 2013 was \$13.0 million compared to \$11.6 million in the first half of fiscal 2012. Net income was \$14.9 million, or \$1.12 per diluted share, compared to \$7.4 million, or \$0.67 per diluted share, for the first half of fiscal 2012. Without the effect of the benefit arising from the second quarter tax settlement, net income for the first half of fiscal 2013 would have been approximately \$9.6 million, or \$0.72 per diluted share. EBITDA for the first six months of fiscal 2013 was \$30.0 million, or 52% of total revenues, compared to \$24.4 million, or 51% of total revenues, in the first six months of fiscal 2012.

CONFERENCE CALL

The Company has scheduled a conference call for Thursday, September 6, 2012 at 9:00 a.m. Eastern Time to discuss its fiscal 2013 second quarter results. To access the call, please dial (888) 450-9962 and ask for the Mitcham Industries call at least 10 minutes prior to the start time. Investors may also listen to the conference live on the Mitcham Industries corporate website, http://www.mitchamindustries.com, by logging on that site and clicking "Investors." A telephonic replay of the conference call will be available through September 13, 2012 and may be accessed by calling (866) 949-7821. A web cast archive will also be available at http://www.mitchamindustries.com shortly after the call and will be accessible for approximately 90 days. For more information, please contact Donna Washburn at DRG&L at (713) 529-6600 or email dmw@drg-l.com.

Mitcham Industries, Inc., a geophysical equipment supplier, offers for lease or sale, new and "experienced" seismic equipment to the oil and gas industry, seismic contractors, environmental agencies, government agencies and universities. Headquartered in Texas, with sales and services offices in Calgary, Canada; Brisbane, Australia; Singapore; Ufa, Bashkortostan, Russia; Budapest, Hungary; Lima, Peru; Bogota, Colombia and the United Kingdom, Mitcham conducts operations on a global scale and is the largest independent exploration equipment lessor in the industry. Through its Seamap business, the Company designs, manufactures and sells specialized seismic marine equipment.

Certain statements and information in this press release concerning results for the quarter ended July 31, 2012 may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. 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. 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 SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

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 publically update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

Tables to follow

MITCHAM INDUSTRIES, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except per share data) (unaudited)

ASSETS Current assets S		July 31, 2012	January 31, 2012
Cash and cash equivalents \$15,287 Restricted cash 97 98 Accounts receivable, net 24,016 35,788 Linventiories, net 6,977 6,087 Deferred tax asset 1,902 2,594 Prepaid income taxes 1,646 2,503 Prepaid and come taxes 1,646 2,503 Total current assets 63,784 65,278 Prepaid speeps and other current assets 18,899 120,377 Intangible assets, net 4,332 4,690 Goodwill 4,332 4,690 Condwill 4,332 4,820 Prepaid foreign inscome tax 1,769 - Prepaid foreign inscome tax 5,78 3,92 Total assets 3,93,282 \$19,922 Prepaid receipt as asset 1,769 - Total assets 3,93,282 \$19,022 Total assets 3,241 \$13,037 Repaid (asset) 3,241 \$13,037 Comment inaturities - long-rem deb 1,02 2,24	ASSETS		-
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Current portion of contracts receivable 24,016 35,788 Current portion of contracts receivable 2,584 2,73 Inventories, et 6,977 6,708 Deferred tax asset 1,902 2,594 Prepaid expenses and other current assets 5,017 ————————————————————————————————————	Cash and cash equivalents	\$ 21,545	\$ 15,287
Current portion of contracts receivable 2,584 2,273 Inventories, net 6,977 6,708 Deferred tax asset 1,902 2,594 Prepaid income taxes 5,017 — Prepaid expenses and other current assets 1,646 2,530 Sismic equipment lease pool and property and equipment, net 118,499 120,377 Intangible assets, net 4,320 4,320 Goodwill 4,320 4,320 Prepaid foreign income tax 1,66 3,519 Deferred tax asset 1,66 - Other assets 3,58 3,93 Total asset 5,78 3,93 Total cases 5,78 3,93 Current maturities 3,24 \$1,03 Current maturities – long-term debt 3,24 \$1,303 Current maturities – long-term debt 1,5 1,39 Deferred avenue 3,56 5,58 Accrued expenses and other current liabilities 3,66 5,58 Non-current income taxes payable 1,0 5,95	Restricted cash	97	98
Inventories, net 1,907 2,594 Deferred tax asset 1,902 2,594 Prepaid icmome taxes 5,017	Accounts receivable, net	24,016	35,788
Deferred tax asset 1,902 2,594 Prepaid income taxes 5,017 — Prepaid pheses and other current assets 1,646 2,530 Total current assets 63,784 65,278 Seismic equipment lease pool and property and equipment, net 118,499 120,377 Intangible assets, net 4,332 4,696 Godwill 4,320 4,320 Prepaid foreign income tax 1,769 — Deferred tax asset 1,769 — Other assets 578 39 Total assets 5193,282 \$198,229 LABILITIES AND SHAREHOLDERS' EQUITY *** *** Current liabilities \$3,241 \$13,037 Current maturities – long-term debt 175 1,399 Income taxes payable 1 5,43 Deferred evenue 3,668 6,583 Accrued expenses and other current liabilities 8,105 23,981 Non-current income taxes payable 1 5,435 Deferred tax liabilities 12,530 12,784	Current portion of contracts receivable		
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Total assets \$193,282 \$198,229 LIABILITIES AND SHAREHOLDERS' EQUITY Current liabilities: \$3,241 \$13,037 Accounts payable \$3,241 \$13,097 Current maturities – long-term debt 1,75 1,399 Income taxes payable - 2,419 Deferred revenue 1,021 543 Accrued expenses and other current liabilities 8,105 23,981 Non-current income taxes payable 417 5,435 Deferred tax liabilities 1,021 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: 21,052 42,795 Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding 5 5 Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Tesaury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) 4,857) Retained earnings	Deferred tax asset	1,769	_
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Current liabilities: \$ 3,241 \$ 13,037 Current maturities – long-term debt 175 1,399 Income taxes payable - 2,419 Deferred revenue 1,021 543 Accrued expenses and other current liabilities 3,668 6,583 Total current liabilities 8,105 23,981 Non-current income taxes payable 417 5,435 Deferred tax liability - 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: - - Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Teasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) 4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204	LIABILITIES AND SHAREHOLDERS' EQUITY		
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Find the taxes payable Find tax	Accounts payable	\$ 3,241	\$ 13,037
Deferred revenue 1,021 543 Accrued expenses and other current liabilities 3,668 6,583 Total current liabilities 8,105 23,981 Non-current income taxes payable 417 5,435 Deferred tax liability - 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: - - Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 155,434	Current maturities – long-term debt	175	1,399
Accrued expenses and other current liabilities 3,668 6,583 Total current liabilities 8,105 23,981 Non-current income taxes payable 417 5,435 Deferred tax liability - 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: - - Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434	Income taxes payable	-	2,419
Total current liabilities 8,105 23,981 Non-current income taxes payable 417 5,435 Deferred tax liability - 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: - - Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434	Deferred revenue	1,021	543
Non-current income taxes payable 417 5,435 Deferred tax liability - 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434	Accrued expenses and other current liabilities	3,668	6,583
Non-current income taxes payable 417 5,435 Deferred tax liability - 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434	Total current liabilities	8.105	23,981
Deferred tax liability - 595 Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: - - Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434			
Long-term debt, net of current maturities 12,530 12,784 Total liabilities 21,052 42,795 Shareholders' equity: Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434	1 7	-	595
Total liabilities 21,052 42,795 Shareholders' equity: 21,052 42,795 Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding - - Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434		12,530	
Shareholders' equity: Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 and January 31, 2012, respectively Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity	-	•	
Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 and January 31, 2012, respectively Additional paid-in capital Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) Retained earnings Accumulated other comprehensive income Total shareholders' equity Total shareholders' equity	Shareholders' equity:	,	,
Common stock, \$0.01 par value; 20,000 shares authorized; 13,656 and 13,556 shares issued at July 31, 2012 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434		-	_
and January 31, 2012, respectively 137 136 Additional paid-in capital 115,736 113,654 Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434			
Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012) (4,857) (4,857) Retained earnings 54,155 39,297 Accumulated other comprehensive income 7,059 7,204 Total shareholders' equity 172,230 155,434		137	136
Retained earnings54,15539,297Accumulated other comprehensive income7,0597,204Total shareholders' equity172,230155,434	Additional paid-in capital	115,736	113,654
Retained earnings54,15539,297Accumulated other comprehensive income7,0597,204Total shareholders' equity172,230155,434	Treasury stock, at cost (925 shares at July 31, 2012 and January 31, 2012)	(4,857)	(4,857)
Total shareholders' equity 172,230 155,434		· · · · · · · · · · · · · · · · · · ·	
Total shareholders' equity 172,230 155,434	Accumulated other comprehensive income		
			
+	Total liabilities and shareholders' equity	\$193,282	

MITCHAM INDUSTRIES, INC. CONDENSED CONSOLIDATED STATEMENTS OF INCOME (in thousands, except per share data) (unaudited)

	For the Three Months Ended		For the Six Months	
	Ju	July 31,		l July 31,
	2012	2011	2012	2011
Revenues:				
Equipment leasing	\$10,882	\$12,272	\$31,890	\$29,047
Lease pool equipment sales	3,204	326	5,536	661
Seamap equipment sales	7,262	6,534	17,806	14,883
Other equipment sales	1,732	2,146	2,479	3,189
Total revenues	23,080	21,278	57,711	47,780
Cost of sales:				
Direct costs — equipment leasing	1,940	1,826	4,645	3,983
Direct costs — lease pool depreciation	8,437	6,703	16,831	12,793
Cost of lease pool equipment sales	1,007	107	2,411	204
Cost of Seamap and other equipment sales	4,296	4,429	9,538	8,662
Total cost of sales	15,680	13,065	33,425	25,642

Gross profit	7,400	8,213	24,286	22,138
Operating expenses:				
General and administrative	5,719	5,794	11,038	10,442
Recovery of doubtful accounts	_	(492)	(428)	(492)
Depreciation and amortization	340	312	669	617
Total operating expenses	6,059	5,614	11,279	10,567
Operating income	1,341	2,599	13,007	11,571
Other income (expenses):				
Interest, net	(96)	(95)	(101)	(270)
Other, net	29	(336)	(569)	(672)
Total other income (expenses)	(67)	(431)	(670)	(942)
Income before income taxes	1,274	2,168	12,337	10,629
Benefit (provision) for income taxes	5,128	(868)	2,521	(3,236)
Net income	\$ 6,402	\$ 1,300	\$14,858	\$ 7,393
Net income per common share:				
Basic	\$ 0.51	\$ 0.12	\$ 1.17	\$ 0.71
Diluted	\$ 0.48	\$ 0.11	\$ 1.12	\$ 0.67
Shares used in computing net income per common share:	· <u></u>			
Basic	12,665	10,970	12,646	10,447
Diluted	13,262	11,615	13,294	11,043

MITCHAM INDUSTRIES, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited)

	For the Six Months Ended July 31,	
	2012	2011
Cash flows from operating activities:		
Net income	\$ 14,858	\$ 7,393
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17,567	13,479
Stock-based compensation	1,064	937
Provision for doubtful accounts, net of charge offs	(17)	
Provision for inventory obsolescence	118	63
Gross profit from sale of lease pool equipment	(3,125)	(457)
Excess tax benefit from exercise of non-qualified stock options and restricted shares	(350)	(394)
Deferred tax benefit	(1,815)	(109)
Changes in non-current income taxes payable	(5,003)	694
Changes in working capital items:		
Accounts receivable	11,722	(2,753)
Contracts receivable	(850)	1,718
Inventories	(370)	(565)
Prepaid expenses and other current assets	1,109	(1,119)
Income taxes receivable and payable	(7,105)	(1,272)
Prepaid foreign income tax	3,519	_
Accounts payable, accrued expenses, other current liabilities and deferred revenue	(2,042)	2,023
Net cash provided by operating activities	29,280	19,638
Cash flows from investing activities:		
Purchases of seismic equipment held for lease	(27,316)	(30,461)
Purchases of property and equipment	(485)	(253)
Sale of used lease pool equipment	5,536	661
Payment for earn-out provision	, <u> </u>	(155)
Net cash used in investing activities	(22,265)	(30,208)
Cash flows from financing activities:		
Net payments on line of credit	(150)	(20,900)
Proceeds from equipment notes	(155)	37
Payments on borrowings	(1,494)	(2,000)
Net purchases of short-term investments	(1, 13 1) —	(101)
Proceeds from issuance of common stock upon exercise of options	96	739
Net proceeds from public offering of common stock (Note 8)	_	30,994
Excess tax benefit from exercise of non-qualified stock options and restricted shares	350	394
Net cash provided by (used in) financing activities	(1,198)	9,163
Effect of changes in foreign exchange rates on cash and cash equivalents	441	657
Net change in cash and cash equivalents	6,258	(750)
Cash and cash equivalents, beginning of period	15,287	14,647
Cash and cash equivalents, beginning of period	\$ 21,545	\$ 13,897
Cash and Cash Equivalents, that of period	Ψ 21,040	Ψ 13,037

Mitcham Industries, Inc.

	For the Three Months Ended July 31,		For the Six Montl July 31,	ns Ended
	2012	2011	2012	2011
	(in tho	ousands)	(in thou	isands)
Reconciliation of Net income to EBITDA and				
Adjusted EBITDA				
Net income	\$ 6,402	\$ 1,300	\$ 14,858	\$ 7,393
Interest expense, net	96	95	101	270
Depreciation and amortization	8,810	7,050	17,567	13,479
(Benefit) provision for income taxes	(5,128)	868	(2,521)	3,236
EBITDA (1)	10,180	9,313	30,005	24,378
Stock-based compensation	870	721	1,064	937
Adjusted EBITDA ⁽¹⁾	\$11,050	\$10,034	\$ 31,069	\$25,315
Reconciliation of Net cash provided by				
operating activities to EBITDA				
Net cash provided by operating activities	\$11,416	\$ 9,049	\$ 29,280	\$19,638
Stock-based compensation	(870)	(721)	(1,064)	(937)
Changes in trade accounts and contracts				
receivable	(7,147)	(2,647)	(10,872)	1,035
Interest paid	158	191	325	497
Taxes paid , net of refunds	3,214	2,150	7,035	3,529
Gross profit from sale of lease pool equipment	2,197	219	3,125	457
Changes in inventory	535	236	370	565
Changes in accounts payable, accrued expenses and other current liabilities and deferred				
revenue	1,210	(792)	2,042	(2,023)
Other	(533)	1,628	(236)	1,617
EBITDA ⁽¹⁾	\$10,180	\$ 9,313	\$ 30,005	\$24,378

⁽¹⁾ EBITDA is defined as net income before (a) interest expense, net of interest income, (b) provision for (or benefit from) income taxes and (c) depreciation, amortization and impairment. Adjusted EBITDA excludes stock-based compensation. We consider EBITDA and Adjusted EBITDA to be important indicators for the performance of our business, but not measures of performance calculated in accordance with accounting principles generally accepted in the United States of America ("GAAP"). We have included these non-GAAP financial measures because management utilizes this information for assessing our performance and liquidity and as indicators of our ability to make capital expenditures, service debt and finance working capital requirements. The covenants of our revolving credit agreement require us to maintain a minimum level of EBITDA. Management believes that EBITDA and Adjusted EBITDA are measurements that are commonly used by analysts and some investors in evaluating the performance and liquidity of companies such as us. In particular, we believe that it is useful to our analysts and investors to understand this relationship because it excludes transactions not related to our core cash operating activities. We believe that excluding these transactions allows investors to understand this relationship because it excludes transactions not related to our core cash operating activities. We believe that excluding these transactions allows investors to understand this relationship because it excludes transactions not related to our core cash operating activities. We believe that excludes transactions of perations activities or as alternatives to one measures of financial performance or liquidity under GAAP and should not be considered in isolation or as alternatives to cash flow from operating activities or as alternatives to net income as indicators of operating performance or any other measures of performance derived in accordance with GAAP. In evaluating our performance as measured by EBITDA, management recognizes a

Mitcham Industries, Inc. Segment Operating Results (unaudited)

For the Three Months

For the Siv Months Ended

	For the Three Months Ended		For the Six Mont July 31,	
	July 31,		-	
	2012	2011	2012	2011
	(in tho	usands)	(in tho	usands)
Revenues:				
Equipment Leasing	\$15,818	\$14,744	\$39,905	\$32,897
Seamap	7,454	6,816	18,295	15,266
Inter-segment sales	(192)	(282)	(489)	_(383)
Total revenues	23,080	21,278	57,711	47,780
Cost of sales:				
Equipment Leasing	12,788	10,215	26,016	19,336
Seamap	3,121	2,937	8,013	6,556
Inter-segment costs	(229)	(87)	(604)	(250)
Total cost of sales	15,680	13,065	33,425	25,642
Gross profit	7,400	8,213	24,286	22,138
Operating expenses:				
General and administrative	5,719	5,794	11,038	10,442
Recovery of doubtful accounts	_	(492)	(428)	(492)
Depreciation and amortization	340	312	669	617
Total operating expenses	6,059	5,614	11,279	10,567
Operating income	\$ 1,341	\$ 2,599	\$13,007	\$ <u>11,571</u>

Equipment Leasing Segment:

Revenues:

Equipment leasing	\$10,882	\$12,272	\$31,890	\$29,047
Lease pool equipment sales	3,204	326	5,536	661
New seismic equipment sales	170	127	438	402
SAP equipment sales	1,562	2,019	2,041	2,787
	15,818	14,744	39,905	32,897
Cost of sales:				
Direct costs-equipment leasing	2,012	1,826	4,882	3,983
Lease pool depreciation	8,528	6,658	16,962	12,813
Cost of lease pool equipment sales	1,007	107	2,411	204
Cost of new seismic equipment sales	107	88	247	223
Cost of SAP equipment sales	1,134	1,536	1,514	2,113
	12,788	10,215	26,016	19,336
Gross profit	\$ 3,030	\$ 4,529	\$13,889	\$13,561
Gross profit %	==== 19%	31%	35%	41%

Seamap Segment:

Equipment sales	\$7,454	\$6,816	\$18,295	\$15,266
Cost of equipment sales	3,121	2,937	8,013	6,556
Gross profit	\$ <u>4,333</u>	\$3,879	\$10,282	\$ 8,710
Gross profit %	 58%	 57%	 56%	 57%

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