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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

MITCHAM INDUSTRIES, INC.
(exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

76-0210849
(I.R.S. Employer
Identification Number)

8141 SH 75 South
Huntsville, Texas 77342
(281) 353-4475
(Address, including Zip Code, of Principal Executive Offices)

MITCHAM INDUSTRIES, INC. AMENDED AND RESTATED STOCK AWARDS PLAN
(Full title of the Plan)

Robert P. Capps
Executive Vice President of Finance and Chief Financial Officer
8141 SH 75 South
P.O. Box 1175
Huntsville, Texas 77342
281-353-4475
(Name, Address, including Zip Code, and Telephone Number, including Area Code, for Agent for Service)

Copy to:

T. Mark Kelly
Vinson & Elkins L.L.P.
2500 First City Tower
1001 Fannin Street
Houston, Texas 77002-6760
(713) 758-2222

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	800,000 Shares	\$16.67	\$13,336,000	\$1717.68

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock that become issuable under the Mitcham Industries, Inc. Amended and Restated Stock Awards Plan being registered pursuant to this registration statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant's outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act. The proposed maximum offering price per share, proposed maximum aggregate offering price, and amount of registration fee are based on the average of the high and low price per share of the registrant's common stock, as reported on the Nasdaq Global Select Market on November 4, 2013.

STATEMENT UNDER GENERAL INSTRUCTION E TO FORM S-8

Mitcham Industries, Inc. (the "Company") filed a registration statement on Form S-8 (Registration No. 333-137943) with the Securities and Exchange Commission (the "Commission") on October 11, 2006 (the "Prior Registration Statement") registering the issuance of 899,864 shares of the Company's common stock under its Stock Awards Plan (the "Plan"), which also included shares of the Company's common stock originally registered under predecessor plans. The contents of the Prior Registration Statement are incorporated herein by reference.

On July 25, 2013, the Company's shareholders approved an amendment and restatement of the Plan that, among other things, increased the total number of shares of the Company's common stock that may be utilized for awards pursuant to the Plan from 1,649,864 to 2,449,864.

This registration statement is being filed in accordance with General Instruction E to Form S-8 for the purpose of registering the issuance of an additional 800,000 shares of the Company's common stock under the Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Company hereby incorporates by reference into this Registration Statement the following documents:

- (a) The Company's annual report on Form 10-K for the year ended January 31, 2013, filed with the Commission on April 4, 2013;
- (b) The Company's Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2013, filed with the Commission on September 5, 2013;
- (c) The Company's Current Reports on Form 8-K filed with the Commission on April 3, 2013; June 4, 2013; June 21, 2013; June 24, 2013; July 30, 2013; August 5, 2013; and September 4, 2013; and
- (d) The description of the Company's common stock, which is contained in the Company's current report on Form 8-K dated August 9, 2001 pursuant to Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"), updating such description contained in the Company's registration statement on Form 8-A filed under the Exchange Act.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all reports or documents we file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and all reports on Form 8-K, subsequent to the effective date of this registration statement and prior to the filing of a post-effective amendment to this registration statement that (1) indicates that all securities registered on this registration statement have been sold or (2) deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of filing of such reports or documents. Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

<u>No.</u>	<u>Description</u>
4.1	Mitcham Industries, Inc. Stock Awards Plan (filed as Appendix A to the Company's definitive proxy statement on Schedule 14A on May 31, 2013 and incorporated by reference herein)
5.1*	Opinion of Vinson & Elkins L.L.P. as to the legality of the shares being registered
23.1*	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)
23.2*	Consent of Hein & Associates LLP
24.1*	Powers of Attorney (contained in signature page)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Mitcham Industries, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Huntsville, State of Texas, on November 7, 2013.

MITCHAM INDUSTRIES, INC.

By: /s/ Robert P. Capps
Robert P. Capps
Executive Vice President of Finance and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of MITCHAM INDUSTRIES, INC. (the "Company") hereby constitutes and appoints Robert R. Capps his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on November 7, 2013.

<u>Signature</u>	<u>Title</u>
/s/ Billy F. Mitcham, Jr. Billy F. Mitcham, Jr.	Director, President and Chief Executive Officer (Principal Executive Officer)
/s/ Robert P. Capps Robert P. Capps	Director, Executive Vice President of Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Peter H. Blum Peter H. Blum	Non-Executive Chairman of the Board of Directors
/s/ R. Dean Lewis R. Dean Lewis	Director
/s/ John J. Schwalbe John F. Schwalbe	Director
/s/ Robert J. Albers Robert J. Albers	Director

INDEX TO EXHIBITS

<u>No.</u>	<u>Description</u>
4.1	Mitcham Industries, Inc. Stock Awards Plan (filed as Appendix A to the Company's definitive proxy statement on Schedule 14A on May 31, 2013 and incorporated by reference herein)
5.1*	Opinion of Vinson & Elkins L.L.P. as to the legality of the shares being registered
23.1*	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)
23.2*	Consent of Hein & Associates LLP
24.1*	Powers of Attorney (contained in signature page)

* Filed herewith.

Vinson & Elkins

November 7, 2013

Mitcham Industries, Inc.
8141 SH 75 South
Huntsville, Texas 77342

Ladies and Gentlemen:

We have acted as counsel for Mitcham Industries, Inc., a Texas corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of up to an aggregate of 800,000 shares of the Company's common stock, \$0.01 par value per share (the "Common Stock"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on November 7, 2013, which shares of Common Stock may be issued from time to time in accordance with the terms of the Mitcham Industries, Inc. Amended and Restated Stock Awards Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon representations of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete and (vii) that the Common Stock will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Common Stock has been duly authorized and, when shares of Common Stock are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which shares of Common Stock relate, the shares of Common Stock will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the Texas Business Organizations Code. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London
Moscow New York Palo Alto Riyadh Shanghai Tokyo Washington

First City Tower, 1001 Fannin Street, Suite 2500
Houston, TX 77002-6760
Tel +1.713.758.2222 Fax+1.713.758.2346 www.velaw.com

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

VINSON & ELKINS L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Mitcham Industries, Inc. of our reports dated April 4, 2013, relating to our audits of the consolidated financial statements and internal control over financial reporting, which appear in the Annual Report on Form 10-K of Mitcham Industries, Inc. for the year ended January 31, 2013.

/s/ Hein & Associates LLP
Hein & Associates LLP
Houston, Texas

November 7, 2013