

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):

June 13, 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

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	MIND	The NASDAQ Stock Market LLC
Series A Preferred Stock	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 5.07. Submission of Matters to a Vote of Security Holders.

On June 13, 2024, MIND Technology, Inc. (the “Company”) convened and adjourned a virtual special meeting of preferred stockholders (the “Special Meeting”). At the Special Meeting, a total of 1,137,719 shares, or 67.60% of the shares of the Company’s common stock, par value \$0.0001 per share, issued and outstanding as of April 26, 2024, which is the record date for the Special Meeting, were represented virtually or by proxy, constituting a quorum.

At the Special Meeting, the Company’s stockholders considered two proposals, each of which is set forth below and described in more detail in the Company’s definitive proxy statement on Schedule 14A (the “Proxy Statement”) filed with the Securities and Exchange Commission (the “SEC”) on March 22, 2024, as revised on May 8, 2024.

Proposal No. 1: To approve an amendment to the Company’s Certificate of Designations, Preferences and Rights of 9.00% Series A Cumulative Preferred Stock, to provide that, at the discretion of the Company’s 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 9.00% Series A Cumulative Preferred Stock, \$1.00 par value per share 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”).

Proposal No. 2: To approve one or more adjournments of the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the Preferred Stock Proposal (the “Adjournment Proposal”).

As there were not sufficient votes to approve the Preferred Stock Proposal at the time of the Special Meeting, the sole item of business presented to the preferred stockholders for consideration at the virtual special meeting was a vote on the Adjournment Proposal. The voting results for the Adjournment Proposal are set forth below.

For	Against	Abstentions
792,112	324,281	17,636

In accordance with the authority granted pursuant to the Adjournment Proposal, the Special Meeting was adjourned with respect to the Preferred Stock Proposal to solicit additional proxies in favor of the Preferred Stock Proposal. As announced at the Special Meeting, the Special Meeting will reconvene on June 27, 2024 at 9:00 a.m. Central Time.

Item 7.01 Regulation FD Disclosure.

On June 13, 2024, the Company issued a press release announcing the adjournment of the virtual special meeting of preferred stockholders. A copy of the press release is furnished as Exhibit 99.1 to this report and incorporated by reference into Item 7.01.

The information in this Item 7.01 (including the press release attached as Exhibit 99.1 and incorporated by reference into Item 7.01) 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, 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, 2024 (especially in Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations), filed with the Securities and Exchange Commission (the “SEC”) on April 30, 2024, and other risks and uncertainties listed from time to time in the Company’s other filings with the SEC. 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. In addition, the lingering effect of the COVID-19 pandemic, supply chain disruptions, emerging financial institution crisis, and the potential of a recession have created significant uncertainty in the global economy and could have a material adverse effect on the Company’s business, financial position, results of operations and liquidity. 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.

Exhibit Number	Description
(d) Exhibits. 99.1	MIND Technology, Inc. press release dated June 13, 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.

June 17, 2024

MIND Technology, Inc.

By: */s/ Robert P. Capps*

Name: Robert P. Capps

Title: President and Chief Executive Officer



FUTURE THINKING. LEADING TECHNOLOGIES.

NEWS RELEASE

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MIND Technology Adjourns Virtual Special Meeting of Preferred Stockholders

THE WOODLANDS, TX, June 13, 2024 –MIND Technology, Inc. (“MIND” or the “Company”) (Nasdaq: MIND; MINDP) convened its virtual special meeting of holders of its 9% Series A Cumulative Preferred Stock (the “preferred stock”) on June 13, 2024. Preferred stockholders approved a proposal to adjourn the special meeting to give the Company’s management additional time to solicit additional proxies to approve an amendment to the Certificate of Designations, Preferences and Rights of the Preferred Stock (the “Preferred Stock Proposal”). If the Preferred Stock Proposal is approved, the proposed amendment provides that each share of preferred stock may be converted into 3.9 shares of common stock, \$0.01 par value per share (the “common stock”) at the sole discretion of the Company’s Board of Directors at any time prior to July 31, 2024. The virtual special meeting will be reconvened on Thursday, June 27, 2024 at 09:00 a.m.

The record date for determining preferred stockholders eligible to vote at the virtual special meeting remains April 27, 2024.

MIND strongly encourages any eligible preferred stockholder that has not yet voted their shares or provided voting instructions to their broker or other record holder, to do so promptly. No action is required by any preferred stockholder who has previously delivered a proxy and who does not wish to revoke or change that proxy.

Rob Capps, President and CEO of MIND, stated, “We are pleased with the response we have received to date to the Preferred Stock Proposal. However, given the diverse holdings of the preferred stock and the requirement to obtain the affirmative vote of two-thirds of the outstanding shares, we think it appropriate to adjourn the virtual special meeting and provide additional time to solicit proxies.”

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 Seamap 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 8, 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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