

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):

December 20, 2017

Mitcham Industries, Inc.

(Exact name of registrant as specified in its charter)

Texas

001-13490

76-0210849

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
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 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))

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 3.02 Unregistered Sale of Equity Securities.

On December 20, 2017, Mitcham Industries, Inc. (the "Company") entered into a Preferred Stock Purchase Agreement (the "Purchase Agreement") with Mitsubishi Heavy Industries, Ltd. (the "Purchaser"), pursuant to which the Purchaser has agreed to purchase (the "Private Placement") 152,290 shares of the Company's 9.00% Series A Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$1.00 per share (the "Series A Preferred Stock"), and an additional 21,756 shares of Series A Preferred Stock upon the achievement of certain conditions set forth in the Purchase Agreement, for aggregate gross proceeds of approximately \$4.0 million. The Company intends to use the proceeds to fund the previously announced acquisition of certain intellectual property and related assets from the bankruptcy estate of Hydrosience Technology, Inc., and to fund costs associated with establishing a manufacturing and repair operation to perform certain support services for the benefit of the Purchaser. The issuance of the Series A Preferred Stock pursuant to the Purchase Agreement is being made in reliance upon an exemption from registration provided under Section 4(a)(2) of the Securities Act of 1933, as amended.

Except upon a change of control of the Company, the Series A Preferred Stock is not convertible into, or exchangeable for, any of the Company's other property or securities. Upon a change of control, each holder of the Series A Preferred Stock will have the right to convert some or all of its shares of Series A Preferred Stock into a number of shares of the Company's common stock per share of the Series A Preferred Stock equal to the lesser of (i) the conversion rate specified in the Certificate of Designations establishing the rights, preferences, privileges, qualifications, restrictions and limitations of the Series A Preferred Stock and (ii) 25 shares of common stock per share of Series A Preferred Stock, subject to certain adjustments.

The Private Placement is expected to close within the next 90 days, subject to the satisfaction of the closing conditions set forth in the Purchase Agreement.

Item 7.01 Regulation FD Disclosure.

On December 21, 2017, the Company issued a press release announcing the entry into the Purchase Agreement and related transactions. A copy of the press release is attached hereto as Exhibit 99.1.

The information included in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	<u>Mitcham Industries, Inc. press release dated December 21, 2017.</u>

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.

December 22, 2017

By: /s/ Robert P. Capps

Name: Robert P. Capps

*Title: Co-Chief Executive Officer, Executive Vice President-Finance
and Chief Financial Officer*

Contacts:

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Mitcham Industries to Expand Technology Base with Investment from Mitsubishi Heavy Industries

HUNTSVILLE, TX - December 21, 2017 - Mitcham Industries, Inc. (NASDAQ: MIND) (“Mitcham”) and Mitsubishi Heavy Industries (“Mitsubishi”) have entered into a series of agreements whereby Mitsubishi will invest \$4.0 million in Mitcham’s 9.00% Series A Cumulative Preferred Stock (the “Preferred Stock”) and Mitcham intends to use the net proceeds to purchase certain intellectual property and related assets from the bankruptcy estate of Hydrosience Technology, Inc. (“Hydrosience”). Mitcham’s objective from this purchase is to offer new products derived from this technology and establish a manufacturing and repair facility for those products. Mitcham and Mitsubishi have also entered into an agreement whereby Mitcham will provide on-going support and maintenance services to Mitsubishi related to marine equipment, including seismic cable systems, previously sold by Hydrosience to Mitsubishi.

Rob Capps, Mitcham’s Co-Chief Executive Officer, stated, “We are excited to expand our relationship with Mitsubishi in a way that broadens our technology offerings while providing important services to Mitsubishi. These agreements are another step in Mitcham’s plan to reposition itself as a more significant player in the marine technology industry. This additional technology opens the door to expanded commercial opportunities and is further progress in our stated strategy to diversify from the oil and gas exploration industry.”

Hydrosience, and its sister company, Solid Seismic LLC, designed, manufactured and sold marine sensors and solid streamer technology primarily for the hydrographic and seismic industries. The companies filed for bankruptcy protection in April 2017. The bankruptcy case is currently pending in the Northern District of Texas, Fort Worth Division.

Guy Malden, Mitcham’s Co-Chief Executive Officer, further commented, “Mitcham’s purchase of Hydrosience’s technology is synergistic and allows for an extension of our existing product lines of energy source controllers and positioning systems. The solid streamer and sensor technology that we will acquire has extensive application in the oceanographic and hydrographic, industries, as well as traditional seismic applications. We see clear opportunities to integrate some of this technology into other areas such as maritime security systems. We intend to integrate this new product line into our wholly-owned subsidiary, Seamap Pte Ltd, and to expand our operations in Singapore to support the manufacturing and repair of the related products.”

Pursuant to an asset purchase agreement among Hydrosience, Mitcham and Mitsubishi, Mitcham will acquire certain intellectual property and related assets for \$3.0 million in cash. Mitcham and Mitsubishi have also agreed to forego distributions on claims they hold in the Hydrosience bankruptcy proceedings.

Under the securities purchase agreement related to the investment by Mitsubishi, Mitcham will issue 152,290 shares of the Preferred Stock for proceeds of \$3.5 million, upon the closing of the transaction and an additional 21,756 shares for proceeds of \$0.5 million upon the achievement of a specified milestone related to Mitcham's performance of the services contemplated by the support agreement with Mitsubishi. Mitcham has agreed to use the proceeds from the sale of these shares to fund the cash purchase price under the asset purchase agreement and use the balance of the proceeds to defray the costs associated with establishing a manufacturing and repair operation necessary to perform the services contemplated by the support agreement with Mitsubishi.

The asset purchase agreement and the related transactions are subject to the approval of the bankruptcy court and other customary closing conditions. The obligations of Mitcham and Mitsubishi are also subject to the confirmation of Hydrosience's bankruptcy plan, which was filed with the court on December 20, 2017.

The Preferred Stock to be sold under the securities purchase agreement has not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described above.

About Mitcham Industries

Mitcham Industries, Inc. provides technology to the oceanographic, hydrographic, defense, seismic and security industries. Headquartered in Huntsville, Texas, Mitcham has a global presence with operating locations in the United States, Canada, Australia, Singapore, Russia, Hungary, Colombia and the United Kingdom. Mitcham's worldwide Equipment Manufacturing and Sales Segment, which includes its Seamap and Klein Marine Systems units, designs, manufactures and sells specialized, high performance, marine sonar and seismic equipment. Through its Leasing Segment, Mitcham believes it is the largest independent provider of exploration equipment to the seismic industry.

Forward-Looking Statements

This press release may contain forward-looking statements within the meaning of the federal securities laws. Mitcham believes that its expectations and forecasts are based on reasonable assumptions. No assurance, however, can be given that such expectations and forecasts will prove to have been correct. A number of factors could cause actual results to differ materially from the expectations, anticipated timing or other forward-looking information expressed in this press release. You should read our filings with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended January 31, 2017, and our most recent Quarterly Reports and Current Reports for a more extensive list of factors that could affect results, which are available on Mitcham's Investor Relations website at www.mitchamindustries.com or on the SEC's website at www.sec.gov.

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