

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

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

MIND Technology, 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 No.)

2002 Timberloch Place
Suite 400
The Woodlands, Texas 77380-1187
(281)-353-4475

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

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

Robert P. Capps
President and Chief Executive Officer
2002 Timberloch Place
Suite 400
The Woodlands, Texas 77380-1187
(281)-353-4475

(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 L.L.P.
811 Main Street, Suite 2500
Houston, Texas 77002
(713) 951-5849

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting 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 of 1933, as amended (the "Securities Act").

CALCULATION OF REGISTRATION FEE

Title 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 (4)
Common Stock, par value \$0.01 per share ("Common Stock")	869,281	\$1.77 (2)	\$1,538,628 (2)	\$168
Common Stock, par value \$0.01 per share ("Common Stock")	1,180,719	\$2.05 (3)	\$2,420,474 (3)	\$264
Total	2,050,000		\$3,959,102	\$432

- (1) This Form S-8 Registration Statement (the "Registration Statement") registers 2,050,000 additional shares of Common Stock of MIND Technology, Inc. (the "Company") that may be delivered with respect to awards under the MIND Technology, Inc. Amended and Restated Stock Awards Plan (as amended from time to time, the "Plan"). Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover any additional shares of Common Stock of the Company that may become issuable pursuant to the adjustment provisions of the Plan, including as a result of a stock split, stock dividend, or similar transaction. Additionally, pursuant to Rule 416(b) under the Securities Act, if prior to the completion of the distribution of the shares of Common Stock registered under this Registration Statement all shares of Common Stock are combined by a reverse stock split into a lesser number of shares of Common Stock, the number of undistributed shares of Common Stock covered by this Registration Statement shall be proportionately reduced.
- (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 a price of \$1.77 per share, which is the weighted average exercise price of 869,281 stock options outstanding under the Plan as of September 7, 2021 with the highest exercise prices.
- (3) 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 September 3, 2021.
- (4) Pursuant to General Instruction E to Form S-8, a registration fee is only being paid with respect to the registration of an additional 2,050,000 shares of Common Stock under the Plan.

STATEMENT UNDER GENERAL INSTRUCTION E TO FORM S-8

On July 15, 2021, the Company's shareholders approved an amendment to the Plan that, among other things, increased the total number of shares of Common Stock that may be utilized for awards pursuant to the Plan from 3,899,864 to 4,999,864. 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 1,100,000 shares of the Common Stock under the Plan. In addition, this Registration Statement includes 950,000 shares previously approved by the Company's shareholders.

The contents of the Company's registration statements on Form S-8 relating to the Plan, which were filed with the Securities and Exchange Commission (the "Commission") on each of October 11, 2006 (File No. 333-137943), November 7, 2013 (File No. 333-192169) and September 5, 2019 (File No. 333-233635), as amended on September 15, 2020 (File No. 333-11097) are incorporated by reference into this Registration Statement, as permitted by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Articles of Incorporation of Mitcham Industries, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-8 (File No. 333-67208), filed on August 9, 2001).</u>
4.2	<u>Third Amended and Restated Bylaws of Mitcham Industries, Inc. (incorporated by reference to Exhibit 3.1(i) to the Company's Current Report on Form 8-K (File No. 000-25142), filed on August 2, 2010).</u>
4.3	<u>Amended and Restated Bylaws of MIND Technology, Inc. (incorporated by reference to Exhibit 3.4 to the Company's Current Report on Form 8-K12B (File No. 001-13490), filed on August 7, 2020).</u>
4.4	<u>Mitcham Industries, Inc. Amended and Restated Stock Awards Plan (incorporated herein by reference to Appendix A to the Company's definitive proxy statement on Schedule 14A (File No. 000-25142), filed on May 31, 2013).</u>
4.5	<u>First Amendment to the Mitcham Industries, Inc. Amended and Restated Stock Awards Plan (incorporated herein by reference to Appendix A to the Company's definitive proxy statement on Schedule 14A (File No. 000-25142), filed on May 16, 2016).</u>
4.6	<u>Second Amendment to the Mitcham Industries, Inc. Amended and Restated Stock Awards Plan (incorporated herein by reference to Exhibit 4.5 to the Company's Form S-8 (File No. 333-233635), filed on September 5, 2019).</u>
4.7	<u>Third Amendment to the MIND Technology, Inc. Amended and Restated Stock Awards Plan (incorporated herein by reference to Appendix A to the Company's definitive proxy statement on Schedule 14A (File No. 001-13490), filed on May 28, 2021).</u>
5.1*	<u>Opinion of Holland & Knight LLP as to the legality of the shares being registered.</u>
23.1*	Consent of Holland & Knight LLP (contained in Exhibit 5.1 to this Registration Statement).
23.2*	<u>Consent of Moss Adams LLP.</u>
24.1*	Power of Attorney (contained in the signature page of this Registration Statement).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 The Woodlands, State of Texas, on September 9, 2021.

MIND TECHNOLOGY, INC.

By: /s/ Robert P. Capps
Robert P. Capps
President, Chief Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of the Company hereby constitutes and appoints Robert P. 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, 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 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, this Registration Statement has been signed below by the following persons in the capacities indicated on September 9, 2021.

Signature	Title
/s/ Robert P. Capps Robert P. Capps	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Mark A. Cox Mark A. Cox	Chief Financial Officer and Vice President of Finance and Accounting (Principal Financial Officer)
/s/ Peter H. Blum Peter H. Blum	Non-Executive Chairman of the Board of Directors
/s/ Thomas Glanville Thomas Glanville	Director
/s/ Marcus Rowland Marcus Rowland	Director
/s/ Robert J. Albers Robert J. Albers	Director
/s/ William H. Hilarides William H. Hilarides	Director

Holland & Knight

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Holland & Knight LLP | www.hklaw.com

September 9, 2021
MIND Technology, Inc.
2002 Timberloch Place, Suite 400
The Woodlands, Texas

Re: MIND Technology, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to MIND Technology, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Act”), relating to the registration under the Act by the Company of 2,050,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), issuable under the MIND Technology, Inc. Amended and Restated Stock Awards Plan (as amended, the “Plan”). This opinion is being issued pursuant to the requirements of the Act.

In so acting, we have examined and relied upon the original or a copy, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement and all exhibits thereto, (ii) the Company’s Certificate of Incorporation, as amended to date and currently in effect, (iii) the Company’s Amended and Restated Bylaws, as amended to date and currently in effect; (iv) the Plan; (v) certain resolutions of the Board of Directors of the Company in connection with the Registration Statement; and (vi) certain resolutions adopted in connection with the Company’s annual meetings of shareholders.

In rendering the opinions set forth herein, we have relied, without investigation, on each of the following assumptions: (i) the legal capacity of each natural person to take all actions required of each such person in connection with the Registration Statement and the registration, issuance and sale of the Shares; (ii) the genuineness of each signature, the completeness of each document submitted to us, the authenticity of each document reviewed by us as an original, the conformity to the original of each document reviewed by us as a duplicate or a certified or conformed copy and the authenticity of the original of each document received by us as a duplicate or a certified or conformed copy; (iii) as to matters of fact, the truthfulness, accuracy and completeness of the information, representations and warranties of the Company made in the Registration Statement and in the records, documents, instruments, certificates and statements we have reviewed; (iv) the due execution and delivery of all documents (except that no such assumption is made as to the Company) where due execution and delivery are a prerequisite to the effectiveness thereof; (v) that there has been no undisclosed waiver of any right, remedy or provision contained in such documents; and (vi) that the offer and sale of Shares under the Plan complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan. As to any facts material to the opinion expressed herein, which were not independently established or verified, we have relied, to the extent we have deemed reasonably appropriate, upon statements and representations of officers or directors of the Company.

Based on the foregoing, and subject to the assumptions, qualifications and limitations stated herein, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and paid for in the manner described in the Plans, the Shares will be validly issued, fully paid and non-assessable.

This opinion is rendered solely in connection with the filing of the Registration Statement, is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein. This opinion may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

The opinion expressed herein is limited to the federal securities laws of the United States of America and the corporate laws of the State of Delaware and we express no opinion as to matters governed by laws of any jurisdiction other than the federal securities laws of the United States of America and the corporate laws of the State of Delaware, as in effect on the date hereof. This opinion speaks only as of the date hereof and we assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention, whether existing before or arising after the date hereof, or any changes in law that may hereafter occur.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely yours,

/s/ Holland & Knight LLP

HOLLAND & KNIGHT LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8) of MIND Technology, Inc. of our report dated April 16, 2021, relating to the consolidated financial statements of MIND Technology, Inc., which report appears in the Form 10-K of MIND Technology, Inc. for the year ended January 31, 2021.

/s/ Moss Adams LLP

Houston, Texas
September 9, 2021