

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):

August 29, 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 August 29, 2024, MIND Technology, Inc. (the “Company”) reconvened a virtual special meeting of preferred stockholders (the “Special Meeting”). At the Special Meeting, a total of 1,346,322 shares, or 80% of the shares of the Company’s 9.00% Series A Cumulative Preferred Stock issued and outstanding as of July 16, 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 one proposal, 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 and July 22, 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 October 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”).

The voting results for the Preferred Stock Proposal are set forth below.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
1,195,342	140,459	10,521

Item 7.01 Regulation FD Disclosure.

On August 29, 2024, the Company issued a press release announcing the results of the reconvened 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. 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.

	<u>Exhibit Number</u>	<u>Description</u>
(d) Exhibits.	99.1	MIND Technology, Inc. press release dated August 29, 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.

August 29, 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

Contacts: Rob Capps, President & CEO
MIND Technology, Inc.
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FOR IMMEDIATE RELEASE

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MIND Technology Announces Approval of Preferred Stock Proposal

THE WOODLANDS, TX, August 29, 2024 – MIND Technology, Inc. (“MIND” or the “Company”) (Nasdaq: MIND; MINDP) reconvened its virtual special meeting (the “Special Meeting”) of holders of its 9% Series A Cumulative Preferred Stock (the “Preferred Stock”) today at 9:00 a.m., Central Time. The Special Meeting was held to approve an amendment to the Certificate of Designations, Preferences and Rights of the Preferred Stock, which provides that each share of Preferred Stock may be converted into 3.9 shares of the Company’s common stock, \$0.01 par value per share, at the sole discretion of the Company’s Board of Directors (the “Preferred Stock Proposal”). At the reconvened meeting, the votes in favor of the Preferred Stock Proposal represented more than two-thirds of the outstanding shares of Preferred Stock and therefore the proposal was approved.

With the passage of the Preferred Stock Proposal, the Company’s Board of Directors may effect the conversion of the Preferred Stock into common stock by filing the amendment to the Certificate of Designations, Preferences and Rights of the Preferred Stock with the Delaware Secretary of State at any time prior to October 31, 2024. The Company expects its Board of Directors to consider the merits of the conversion and act promptly.

Rob Capps, President and CEO of MIND, stated, “This approval is an important and exciting step for MIND. I believe the conversion, should the Board choose to effect it, will provide much needed flexibility which will enable us to provide meaningful value to all our stakeholders. We appreciate the strong support we received from our preferred stockholders. Of the votes received, approximately 89% were in favor of the proposal,” concluded Capps.

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 Seemap 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.

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