

MITCHAM INDUSTRIES INC  
Form 8-A12B  
June 02, 2016

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Mitcham Industries, Inc.**

**(Exact name of registrant as specified in its charter)**

**Texas**  
**(State or other jurisdiction of incorporation)**

**76-0210849**  
**(I.R.S. Employer Identification No.)**

**8141 SH 75 South, P.O. Box 1175, Huntsville, Texas**  
**(Address of principal executive offices)**

**77342**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>9.00% Series A Cumulative Preferred Stock</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-208177**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered**

The securities to be registered hereby are the 9.00% Series A Cumulative Preferred Stock (the Series A Preferred Stock) of Mitcham Industries, Inc. (the Registrant). The description of the Series A Preferred Stock is contained in the section captioned Description of the Series A Preferred Stock in the Registrant's prospectus included in the Registrant's registration statement on Form S-1 (File No. 333-208177), initially filed with the Securities and Exchange Commission on November 23, 2015 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

**Item 2. Exhibits**

**Exhibit  
No.**

**Description**

- |     |   |
|-----|---|
| 3.1 | Amended and Restated Articles of Incorporation of the Registrant, as currently in effect (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-8 on August 9, 2001, and incorporated herein by reference). |
| 3.2 | Third Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.1(i) to the Registrant's Current Report on Form 8-K on August 2, 2010, and incorporated herein by reference).   |
| 3.3 | Form of Certificate of Designations of the 9.00% Series A Cumulative Preferred Stock (filed as Exhibit 3.3 to the Registrant's Amendment No. 3 to Form S-1 filed on May 13, 2016, and incorporated herein by reference).        |
| 4.1 | Form of Certificate representing 9.00% Series A Cumulative Preferred Stock.   |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Mitcham Industries, Inc.**

June 2, 2016

By: /s/ Robert P. Capps  
Name: Robert P. Capps  
Title: Co-Chief Executive Officer, Executive  
Vice President-Finance and Chief Financial  
Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Articles of Incorporation of the Registrant, as currently in effect (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-8 on August 9, 2001, and incorporated herein by reference).
3.2	Third Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.1(i) to the Registrant's Current Report on Form 8-K on August 2, 2010, and incorporated herein by reference).
3.3	Form of Certificate of Designations of the 9.00% Series A Cumulative Preferred Stock (filed as Exhibit 3.3 to the Registrant's Amendment No. 3 to Form S-1 filed on May 13, 2016, and incorporated herein by reference).
4.1	Form of Certificate representing 9.00% Series A Cumulative Preferred Stock.