

MITCHAM INDUSTRIES INC  
Form 10-K  
April 04, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended January 31, 2013

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from            to

Commission file number: 000-25142

**Mitcham Industries, Inc.**

(Exact name of registrant as specified in its charter)

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**Texas**  
(State or other jurisdiction of  
incorporation or organization)  
**8141 SH 75 South**  
**P.O. Box 1175**  
**Huntsville, Texas**  
(Address of principal executive offices)

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

**77342**  
(Zip Code)

**936-291-2277**  
(Registrant's telephone number, including area code)

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

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock - \$0.01 par value per share</b>	<b>The NASDAQ Stock Market LLC</b>

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

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer  (Do not check if a smaller reporting company)  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 31, 2012, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$212,194,736 based on the closing sale price as reported on the National Association of Securities Dealers Automated Quotation System National Market System.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at April 1, 2013
Common Stock, \$0.01 par value per share	12,837,569 shares

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement of Mitcham Industries, Inc. for the 2013 Annual Meeting of Shareholders, which will be filed within 120 days of January 31, 2013, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Annual Report on Form 10-K (this Form-10-K ) may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words believe, expect, anticipate, plan, intend, foresee, should, could or other similar expressions are intended to identify forward-looking statements, which are 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. 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. Known material factors that could cause our actual results to differ from those in the forward-looking statements are those described in Item 1A Risk Factors.

Readers are cautioned not to place reliance on forward-looking statements, which speak only as the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

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**PART I**

**Item 1. Business**

Mitcham Industries, Inc. ( MII ), a Texas corporation, was incorporated in 1987. We lease and sell geophysical and other equipment used primarily by seismic data acquisition contractors to perform seismic data acquisition surveys on land, in transition zones (marsh and shallow water areas) and deep water marine areas. We conduct our business on a worldwide basis and believe that we are the world's largest independent lessor of seismic equipment. We operate in two business segments, equipment leasing and manufacturing.

Our Equipment Leasing segment is engaged in the leasing of seismic equipment to companies in the oil and gas industry throughout the world. We conduct our leasing business through MII, our wholly-owned subsidiaries and our branches in Colombia and Peru. We also sell new and used seismic equipment from time to time. The subsidiaries that conduct our leasing business are Mitcham Canada ULC ( MCL ), Seismic Asia Pacific Pty Ltd. ( SAP ), Mitcham Seismic Eurasia LLC ( MSE ), Mitcham Europe Ltd. ( MEL ) and Mitcham Marine Leasing Pte Ltd. ( MML ). MEL and MML were formed in the year ended January 31, 2012 ( fiscal 2012 ). Accordingly, the first full year of operations for those subsidiaries was the year ended January 31, 2013 ( fiscal 2013 ). In March 2010, we acquired Absolute Equipment Solutions, Inc. ( AES ), a company located in Calgary, Alberta, Canada, which produced, leased and sold heli-pickers and related equipment. This equipment is utilized by seismic contractors and helicopter operators to more efficiently and safely deploy and retrieve seismic equipment in the field. Effective February 1, 2012, the operations of AES were merged into those of MCL. See Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations for information about the acquisition of AES. SAP also leases and sells oceanographic and hydrographic equipment, primarily in the Pacific Rim.

Our manufacturing segment is engaged in the design, production and sale of marine seismic equipment. The operations of this segment are conducted through wholly-owned subsidiaries, Seamap (UK) Ltd ( Seamap UK ) and Seamap Pte. Ltd ( Seamap Singapore ). We refer to this segment as our Seamap Segment, or Seamap.

For additional information about our business segments, including related financial information, see Note 14 to our consolidated financial statements and Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-K.

Our equipment is utilized in a variety of geographic regions throughout the world, which are described under Customers, Sales, Backlog and Marketing.

We own a variety of technologically advanced equipment acquired from the leading seismic manufacturers. Our lease pool includes many types of equipment used in seismic data acquisition, including various electronic components of land, transition zone and marine seismic data acquisition systems, geophones and cables, peripheral equipment, survey and other equipment. The majority of our seismic equipment lease pool is provided by the Sercel subsidiaries of Compagnie Generale de Geophysique ( Sercel ). However, we also purchase equipment from a number of other equipment manufacturers, including ION Geophysical Corporation ( ION ), Geospace Technologies Corporation ( Geospace ) and INOVA Geophysical Equipment Limited, an affiliate of ION. At January 31, 2013, approximately 52% of our equipment lease pool, on a cost basis, consisted of seismic recording channels, with the remainder consisting of geophones, energy source controllers and other peripheral equipment.

For the past several years, we have had a series of supply and exclusive lease referral agreements with Sercel, which we believe have provided us with certain competitive advantages, primarily due to preferential pricing arrangements under the agreements. Under these agreements, we have been the exclusive worldwide short-term leasing representative for certain products. See Key Supplier Agreements The Sercel Lease Agreement for further information about this agreement.

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We lease our equipment on a short-term basis, generally for two to six months, to seismic contractors who need equipment for a particular seismic survey. Certain equipment that is used in vertical seismic profiling, or downhole operations, is generally leased to oil field service companies and generally for shorter periods, ranging from a few days to two weeks. Short-term leasing agreements enable our customers to achieve operating and capital investment efficiencies. A typical seismic crew uses a wide variety of equipment to perform seismic data acquisition surveys. Our customers may lease a small amount of equipment to expand an existing crew's capabilities or a complete seismic data acquisition system to equip an entire crew. Demand for short-term seismic equipment leases is affected by many factors, including: (i) the highly variable size and technological demands of individual seismic surveys, (ii) seasonal weather patterns and sporadic demand for seismic surveys in certain regions, (iii) the term of the lease and (iv) the cost of seismic equipment. We believe these factors allow seismic contractors to use short-term seismic equipment leasing as a cost-effective alternative to purchasing additional equipment. Our equipment lease rates vary according to an item's expected useful life, utilization, acquisition cost and the term of the lease.

SAP sells equipment, consumables, systems integration, engineering hardware and software maintenance support services to companies in the seismic, hydrographic, oceanographic, environmental and defense industries throughout Southeast Asia and Australia. MII and MCL also sell a broad range of used seismic equipment on a worldwide basis. Due to the acquisition of AES, MCL owns certain patent rights related to, and produces, leases and sells, heli-pickers and related equipment to the seismic industry. We believe that we are the leading provider of this equipment to the seismic industry.

Seamap designs, manufactures and sells a broad range of proprietary products for the seismic, hydrographic and offshore industries. Seamap's primary products include the GunLink seismic source acquisition and control systems, which provide operators of marine seismic surveys more precise control of energy sources, and the BuoyLink RGPS tracking system, which is used to provide precise positioning of seismic sources and streamers. We believe that Seamap, with the GunLink product line, is now the primary provider of new energy source controllers in the seismic industry.

For information regarding our net income and total assets by segment, see Note 14 to our consolidated financial statements.

### ***Business Strategy***

Our business strategy is to meet the needs of the seismic industry by leasing a wide range of equipment and to provide technologically advanced solutions for marine seismic applications. To accomplish this, we have identified the following major objectives:

*Provide a technologically advanced seismic equipment lease pool.* We intend to maintain the size and diversity of our equipment lease pool. We believe that the availability of a large and diverse seismic equipment lease pool encourages seismic data acquisition contractors and oil field service providers to lease, rather than purchase, such equipment, due to the capital and operating efficiencies provided by short-term leases.

*Continue to expand international operations.* We intend to continue to expand our international leasing activities in new geographic areas as customer demand warrants. We believe there are opportunities to continue to expand our international leasing and sales activities. We believe that we can conduct business in wide-ranging geographic areas from our existing facilities. However, for legal, tax or operational reasons, we may decide in the future to establish facilities in additional locations. We generally expect to establish any such facilities through a green field approach, but we may consider making selective acquisitions from time to time.

*Maintain alliances with major seismic equipment manufacturers.* Our relationships with leading seismic equipment manufacturers, particularly Sercel, allow us to expand our equipment lease pool through favorable pricing and delivery terms. We believe these relationships provide a competitive advantage.

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*Pursue additional business development opportunities.* We regularly evaluate opportunities to expand our business activities within the oil service industry, particularly in the seismic sector. These opportunities could include the introduction of new products or services or the acquisition of existing businesses.

***Seismic Technology and the Oil Service Industry***

Seismic surveys are a principal source of information used by oil and gas companies to identify geological conditions that are favorable for the accumulation of oil and gas and to evaluate the potential for successful drilling, development and production of oil and gas. Seismic technology has been used by the oil and gas industry since the 1920s, and has advanced significantly with improvements in computing and electronic technologies. Beginning in the early 1990s, the oil and gas industry significantly expanded its use of 3-D seismic data. 3-D seismic data provides a more comprehensive subsurface image and is believed to have contributed to improved drilling success rates, particularly in mature oil and gas basins such as those in North America. Additionally, 2-D seismic data continues to be used in many areas where 3-D data acquisition is cost prohibitive or logistical access is limited.

Oil and gas exploration companies utilize seismic data generated from the use of digital seismic systems and peripheral equipment in determining optimal locations for drilling oil and gas wells, in the development of oil and gas reserves and in reservoir management for the production of oil and gas. A complete digital seismic data acquisition system generally consists of (i) a central electronics unit that records and stores digital data ( CEU ), (ii) seismic recording channel boxes that convert analog signals to a digital format ( channels ), (iii) geophones, or seismic sensors, (iv) energy sources including dynamite, air guns or earth vibrators that create the necessary acoustic wave to be recorded, (v) cables that transmit digital seismic data from the channels to the CEU, in the case of cabled systems, (vi) geographic survey equipment, (vii) drilling equipment used in the seismic survey and (viii) other peripheral, or accessory, equipment.

In certain applications, specialized seismic recording devices are deployed vertically within a well bore. Multiple recording channels, or levels, are generally deployed within a given well and are referred to as downhole or VSP (vertical seismic profiling) tools. These applications are used to provide additional data points in a traditional seismic survey, to monitor and analyze reservoir properties, and to monitor and analyze fluid treatment operations, as well as a variety of other uses.

In seismic data acquisition, an acoustic wave is generated at or below the earth's surface through the discharge of compressed air, the detonation of small explosive charges or the use of large mechanical vibrators. As the acoustic wave travels through the earth, it is partially reflected by the underlying rock layers and the reflected energy is captured by sensors, such as geophones, which are situated at intervals along paths from the point of acoustical impulse. The resulting signals are then transmitted to the channels, which convert the signals from analog to digital format and transmit this data via cable to the CEU. In the case of wireless recording systems, the data is extracted from the recording channels via a wireless network or the channels are collected and taken to a central location for data extraction. The CEU stores the seismic data on magnetic tape, disk or other recording media for processing. The digital data is then input into a specialized seismic processing system that uses sophisticated computer software programs to enhance the recorded signal and produce an image of the subsurface strata. By interpreting seismic data, oil and gas exploration companies create detailed maps of exploration prospects and oil and gas reservoirs.

Historically, a 2-D seismic survey was the standard data acquisition technique used to map geologic formations over a broad area. 2-D seismic data can be visualized as a single vertical plane of subsurface information. Data gathered from a 3-D seismic survey is best visualized as a cube of information that can be sliced into numerous planes, providing different views of a geologic structure with much higher resolution than is available with traditional 2-D seismic survey techniques. 3-D seismic surveys generally require a larger amount of equipment than 2-D surveys. By using a greater number of channels and flexible configuration, 3-D seismic



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data provides more extensive and detailed information regarding the subsurface geology than 2-D data. As a result, 3-D data allows the geophysicists interpreting the data to more closely select the optimal location of a prospective drill site or define an oil and gas reservoir.

In the exploration and development process, oil and gas companies establish requirements for seismic data acquisition programs based on their technical objectives. Because of the expense associated with drilling oil and gas wells, decisions regarding whether or where to drill are critical to the overall process. Since 3-D seismic data increases drilling success rates and reduces costs, we believe that 3-D seismic surveys are now predominant. As a result of the increasing requirements for this higher resolution data, which in turn requires additional channels to collect and transmit data, seismic data acquisition systems have been expanding in size during the past several years.

Industry advances include the use of high resolution 3-D, three-component sensors ( 3D-3C ), which enhance the 3-D image of the sub-surface, and time lapse ( 4-D ) seismic techniques, where surveys are periodically reacquired to allow the monitoring of producing oil and gas fields for optimal production and reserve recovery. These and other technical advances have contributed to increased drilling success rates and reduced oil and gas finding costs.

With the expanded use of seismic technology, particularly 3-D seismic surveys, the size of data acquisition surveys has increased substantially in the past several years. Demand for higher resolution data, larger surveys and more rapid completion of such surveys now requires seismic contractors to use data acquisition systems with a greater number of seismic recording channels. Additionally, the size of seismic surveys varies significantly, requiring frequent changes in the configuration of equipment and crews used for seismic surveys. As a result of these changes, the number of seismic survey channels has increased from smaller 2-D surveys, which typically averaged 120 channels, to larger 3-D surveys, which today average more than 10,000 channels and sometimes use as many as 100,000 channels. We believe that many seismic contractors will continue to meet changes in equipment needs by leasing incremental equipment to expand crew size as necessary, thereby reducing the substantial capital expenditures required to purchase such equipment.

Seismic surveys utilizing 2-D, 3-D or 4-D techniques require essentially the same equipment. The manner in which the equipment is deployed and the resulting data analyzed differs, however. Accordingly, our equipment can generally be utilized in 2-D, 3-D and 4-D seismic surveys. Since 3-D and 4-D seismic surveys generally utilize significantly more equipment than 2-D seismic surveys, the potential to lease our seismic equipment has increased from earlier periods.

### ***Business and Operations***

*Equipment Leasing.* We own a comprehensive lease pool of seismic equipment for short-term leasing to our customers, who are primarily seismic data acquisition contractors and oil field service providers (in the case of downhole equipment). We lease this equipment multiple times until the earlier of the end of its useful life or its sale. Our equipment leasing services generally include the lease of the various components of seismic data acquisition systems and related equipment to meet a customer's job specifications. These specifications frequently vary as to the number of required recording channels, geophones, energy sources (e.g., earth vibrators) and other equipment. Our customers generally lease seismic equipment to supplement their own inventory of recording channels and related equipment.

Our land equipment lease pool includes a total of approximately 231,000 seismic recording land channels (each channel capable of electronically converting seismic data from analog to digital format and transmitting the digital data), geophones and cables, and other peripheral equipment. Our lease pool of marine seismic equipment includes more than 15 kilometers of streamers (recording channels that are towed behind a vessel), air guns, streamer positioning equipment, energy source controllers and other equipment. Our lease pool of downhole equipment includes approximately 300 levels of downhole seismic tools. Our lease pool equipment is manufactured by leading seismic equipment manufacturers and is widely used in the seismic industry. Our marine lease pool also includes energy source controllers and RGPS tracking systems that are manufactured by our Seemap segment.

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Our equipment leases generally have terms of two to six months, a few days to two weeks in the case of downhole equipment, and are typically renewable following the initial rental period. Our equipment lease rates vary according to an item's expected useful life, utilization, initial cost and the term of the lease. We provide maintenance of our leased equipment during the lease term for malfunctions due to failure of material and parts and will provide replacement equipment, as necessary. In addition, we provide field technical support services when requested by our customers. The customer is responsible for the cost of repairing equipment damages other than normal wear and tear and replacing destroyed or lost equipment under the terms of our standard lease agreements. The customer is also normally responsible for the costs of shipping the equipment from and to one of our facilities and is responsible for all taxes, other than income taxes, related to the lease of the equipment. The customer is required to obtain and maintain insurance for the replacement value of the equipment and a specified minimum amount of general liability insurance. It is our general practice to lease our seismic equipment on a monthly basis or on a daily rate depending on the circumstances.

Seismic equipment leasing is susceptible to weather patterns in certain geographic regions. In Canada and Russia, a significant percentage of the seismic survey activity occurs in the winter months, from December through March or April. During the months in which the weather is warmer, certain areas are not accessible to trucks, earth vibrators and other heavy equipment because of the unstable terrain. Seismic survey operations can also be effected by other weather patterns such as periods of heavy rain. While these periods of heavy rain can affect our business in certain geographic regions, the primary seasonality of our business relates to the Canadian and Russian winter seasons. We are able, in many cases, to transfer our equipment from one region to another in order to deal with seasonal demand and to increase our equipment utilization. For additional information about the impact of seasonality and weather, see Item 1A Risk Factors.

Upon completion of a lease, the equipment must generally be returned to one of our facilities for inspection, testing and, if necessary, repair. While the customer is normally responsible for the costs of shipping and repairs, during this time the equipment is not available for lease to another customer. Therefore, managing this process and the utilization of the equipment is an important aspect of our operations. Given the short term of most of our leases, we believe that the highest achievable annual utilization for most of our equipment is approximately 65%. However, many factors can affect this utilization rate, including the term of our leases, the shipping time required to return equipment to one of our facilities, the time required to inspect, test and repair equipment after return from a lease and the demand for the equipment.

We maintain facilities for the inspection, testing and repair of land seismic equipment in Huntsville, Texas; Calgary, Alberta; Ufa, Bashkortostan, Russia; Bogota, Colombia; Budapest, Hungary; Brisbane, Australia and Singapore. We maintain marine equipment inspection, testing and repair facilities in Huntsville, Texas and Singapore. We believe that this broad network of support facilities helps us effectively utilize our equipment and reduce costs associated with these operations.

*Lease Pool Equipment Sales.* On occasion, we sell used equipment from our lease pool, normally in response to specific customer demand or to declining demand for rental of specific equipment. Used equipment sold from our lease pool can have a wide range of gross margins depending upon the amount of depreciation that has been recorded on the item. When used equipment is sold from our lease pool, the net book value plus any cost associated with the sale is recorded to cost of goods sold. Sales of our lease pool equipment typically occur as opportunities arise and do not have a significant seasonal aspect. Sales of lease pool equipment amounted to approximately \$11.4 million, \$6.5 million and \$2.5 million in each of the three fiscal years ended January 31, 2013, 2012 and 2011, respectively. We typically do not seek to sell our lease pool equipment on a regular basis. However, we will evaluate any opportunities for the sale of equipment from our lease pool, and based upon our evaluation, may sell additional equipment. Such sales of lease pool equipment could be material. Under the terms of our lease agreements, customers are responsible for lost or destroyed equipment. Charges for such lost equipment are at prices specified in the particular lease agreement and are reflected as lease pool equipment sales in the accompanying financial statements.

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*Other Equipment Sales.* The Other equipment sales included in our Equipment Leasing segment fall into three broad categories:

*Sales of new seismic equipment.* On occasion, we will sell new seismic equipment in response to a specific demand from a customer. These sales are made in cooperation with our suppliers of lease pool equipment and often contain a financing arrangement.

*Sale of heli-pickers and related equipment.* We sell a variety of equipment and supplies utilized in the deployment and retrieval of seismic equipment by helicopter, some of which we produce. This equipment is the subject of certain patent rights that we acquired in connection with AES.

*Sales of hydrographic and oceanographic equipment.* SAP sells equipment, consumables, systems integration, engineering hardware and software maintenance support services to the seismic, hydrographic, oceanographic, environmental and defense industries throughout Southeast Asia and Australia. SAP is a manufacturer's representative for an array of equipment lines.

*Seamap Equipment Sales.* Seamap designs, manufactures and sells a broad range of proprietary products for the marine seismic industry. Seamap's primary products include (i) the GunLink seismic source acquisition and control systems, which are designed to provide operators of marine seismic surveys more precise control of energy sources, and (ii) the BuoyLink RGPS tracking system, which is used to provide precise positioning of seismic sources and streamers. Seamap's design operations are located in the United Kingdom and in Singapore and its manufacturing facilities are located in Singapore.

### ***Key Supplier Agreements***

#### *The Sercel Equipment Agreement*

We have had a series of supply agreements with Sercel since 1996, the most recent of which were entered into in November 2012 when we signed two equipment purchase agreements (the Equipment Agreements). Under the Equipment Agreements, we are, with some exceptions, the exclusive worldwide authorized lessor for Sercel's DSU3 428XL three component digital sensors and for Sercel's Unite cable-free recording system.

Under the Equipment Agreements, we agree not to offer financing leases or leases with terms greater than one year related to the Exclusive Products (as defined in the agreement) without Sercel's prior consent. Sercel agrees to refer any inquires for short-term rentals of the Exclusive Products for use within the Exclusive Territory (as defined in the agreement) to us and to not recommend any competitor of ours as a source of such rentals. Sercel and we agreed to cooperate in the promotion and marketing of the Exclusive Products. We also agree to purchase minimum amounts of certain types of equipment over a period of time and Sercel grants us specified pricing for those products.

#### *Other Agreements*

SAP has a number of manufacturer's representation agreements for major product lines, including: acoustic positioning systems, data acquisition systems, geophones, hydrophones, connectors, cables, test equipment, GPS systems, heave compensators and attitude sensors, hydrographic data acquisition systems, magnetometers, tide gauges and current meters, radio positioning equipment, side-scan sonar and sub-bottom profiling systems, underwater communications and location devices, echo sounders and transducers.

Seamap obtains certain ongoing support services from the former owners of Tanglesolve Instrumentation, Ltd., which Seamap acquired in December 2007. These services have been provided pursuant to the terms of a Consulting Agreement among the parties. The initial term of the agreement expired on December 31, 2009 and was extended by mutual consent through December 31, 2011. Subsequent to December 31, 2011, the parties have continued to operate under the terms of the agreement and a series of supplemental agreements.

**Table of Contents****Customers, Sales, Backlog and Marketing**

Our lease customers generally are seismic data acquisition contractors. We typically have a small number of lease customers, the composition of which changes yearly as leases are negotiated and concluded and equipment needs vary. As of January 31, 2013, we had approximately 36 lease customers with 65 active leases of various lengths, but all for less than a year.

We do not maintain a backlog of orders relating to our Equipment Leasing segment. As of January 31, 2013, our Seamap segment had a backlog of orders amounting to approximately \$2.2 million, compared to \$13.6 million as of January 31, 2012. We expect all of these orders to be fulfilled during our fiscal year ending January 31, 2014.

We participate in both domestic and international trade shows and expositions to inform the industry of our products and services and we advertise in major geophysical trade journals.

A summary of our revenues from customers by geographic region is as follows (in thousands):

	Year Ended January 31,		
	2013	2012	2011
United States	\$ 23,368	\$ 26,158	\$ 11,659
United Kingdom / Europe	27,174	21,403	16,765
Canada	13,744	13,243	5,294
Latin America (1)	15,575	17,786	8,042
Asia/South Pacific	14,173	17,810	15,444
Eurasia (2)	4,052	3,528	10,812
Other (3)	6,599	12,906	3,347
Total Non-United States	81,317	86,676	59,704
Total	\$ 104,685	\$ 112,834	\$ 71,363

(1) Includes Brazil, Colombia and Peru

(2) Comprised of the Russian Federation and the CIS

(3) Includes Africa and The Middle East

The net book value of our seismic equipment lease pool and property and equipment in our various geographic locations is as follows (in thousands):

Location of property and equipment	As of January 31,		
	2013	2012	2011
United States	\$ 40,908	\$ 65,922	\$ 56,206
Canada	22,639	23,856	11,544
Australia	7,973	2,553	3,443
Russia	3,708	2,323	3,009
Latin America	23,109	21,963	4,384
Singapore	9,433	3,352	354
United Kingdom	329	232	155
Europe	11,509	176	
Total Non-United States	78,700	54,455	22,889

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Total	\$ 119,608	\$ 120,377	\$ 79,095
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For information regarding the risks associated with our foreign operations, see Item 1A Risk Factors.

One customer, Compagne Generale de Geophysique ( CGV ), accounted for approximately 23%, 17% and 19% of our consolidated revenues in fiscal 2013, fiscal 2012 and the year ended January 31, 2011 ( fiscal 2011 ), respectively. The loss of this customer could have a material adverse effect on our results of operations. No other customer accounted for 10% or more of our revenues during these periods. See Item 1A Risk Factors.

### ***Competition***

Our major competitors include the seismic equipment manufacturers who sell equipment on financed terms or offer leases with purchase options and seismic contractors who might have excess equipment available for lease from time to time. We face lesser competition from several companies that engage in seismic equipment leasing, but this competition has historically been fragmented and our competitors have not had as extensive a seismic equipment lease pool nor as wide geographic presence as we do. We compete for seismic equipment leases on the basis of (i) price, (ii) delivery terms, (iii) availability of desired equipment and (iv) location of equipment. We believe that our infrastructure and broad geographic presence also provide a major competitive advantage by contributing to our operational efficiencies.

We compete in the used equipment sales market with a broad range of seismic equipment owners, including seismic data acquisition contractors, who use and eventually dispose of seismic equipment. Some of these competitors may have substantially greater financial resources than our own.

### ***Suppliers***

We have several suppliers of seismic equipment for our lease pool. We acquire the majority of our seismic lease pool equipment from Sercel. However, we also acquire lease pool equipment from a number of other suppliers including ION and Geospace. Management believes that our current relationships with our suppliers are satisfactory and that we will be able to make satisfactory alternative agreements in the event of interruption of supply. For fiscal 2013, 2012 and 2011, approximately 32%, 44% and 35%, respectively, of our revenues were generated from the rental of products we acquired from Sercel. For additional information regarding the risk associated with our suppliers, see Item 1A Risk Factors.

### ***Employees***

As of January 31, 2013, we employed approximately 184 people full-time, none of whom were represented by a union or covered by a collective bargaining agreement. We consider our employee relations to be satisfactory.

### ***Intellectual Property***

The products designed, manufactured and sold by our Seemap segment utilize significant intellectual property that we have developed or have licensed from others. Our internally developed intellectual property consists of product designs and trade secrets. We currently have no patents covering any of this intellectual property.

In connection with the acquisition of AES in March 2010, we acquired intellectual property relating to the design and manufacture of heli-pickers. This intellectual property includes United States, Canadian, Australian and United Kingdom patents.

For additional information regarding the risks associated with our intellectual property, see Item 1A Risk Factors.

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***Environmental Regulation***

We are subject to stringent governmental laws and regulations pertaining to worker safety and health, protection of the environment and the manner in which chemicals and materials used in our manufacturing processes are handled and wastes generated from such operations are disposed. We have established and implemented proactive environmental procedures for the management of these chemicals and materials as well as the handling and recycling or disposal of wastes resulting from our operations. Compliance with these laws and regulations may require the acquisition of permits for regulated activities, specific safety and health criteria addressing worker protection, capital expenditures to limit or prevent emissions and discharges, and more stringent precautions for disposal of certain wastes. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, the imposition of investigating or remedial obligations, and the issuance of injunctive relief. Spills or releases of chemicals, other regulated materials and wastes at our facilities or at offsite locations where they are transported for recycling or disposal could subject us to environmental liability, which may be strict, joint and several, for the costs of cleaning up chemicals, other regulated materials and wastes released into the environment and for damages to natural resources, and it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by such spills or releases. As a result of such actions, we could be required to remove previously disposed wastes, remediate environmental contamination, and undertake measures to prevent future contamination. The trend in environmental regulation has been to place more restrictions and limitations on activities that may affect the environment and thus any changes in environmental laws and regulations that result in more stringent and costly waste handling, storage, transport, disposal or cleanup requirements could have a material adverse effect on our operations and financial position. For instance, the adoption of laws or implementing regulations with regard to climate change that have the effect of lowering the demand for carbon-based fuels or with regard to hydraulic fracturing that have the effect of decreasing the performance of oil or natural gas exploration or production activities by energy companies could have a material adverse effect on our business. Moreover, the implementation of new or more restrictive regulatory initiatives in response to significant spills by oil and natural gas operators, such as occurred following the Deepwater Horizon incident in the U.S. Gulf of Mexico in April 2010, may delay or decrease the pace of exploration or production activities, which may have a material adverse effect on our business. We are also subject to federal and state occupational safety and health laws whose purpose is to protect the health and safety of workers and whose implementing regulations and standards obligate us to organize and/or disclose information about hazardous materials used or produced in our operations and to provide this information to employees, state and legal governmental authorities and citizens. While we believe that we are in substantial compliance with current applicable environmental laws and regulations and that continued compliance with existing requirements will not have a material adverse impact on us, we cannot give any assurance that this trend of compliance and avoidance of material costs or other liabilities will continue in the future. For additional information regarding the risk associated with environmental matters, see Item 1A Risk Factors.

***Website Access to Our Periodic SEC Reports***

Our internet address is <http://www.mitchamindustries.com>. We file and furnish Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments to these reports, with the SEC, which are available free of charge through our website as soon as reasonably practicable after such reports are filed with or furnished to the SEC. Materials we file with the SEC may be read and copied at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding our company that we file and furnish electronically with the SEC.

We may from time to time provide important disclosures to investors by posting them in the investor relations section of our website, as allowed by SEC rules. Information on our website is not incorporated by reference into this Form 10-K and you should not consider information on our website as part of this Form 10-K.

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### **Item 1A. Risk Factors**

The risks described below could materially and adversely affect our business, financial condition and results of operations and the actual outcome of matters as to which forward-looking statements are made in this Form 10-K. The risk factors described below are not the only risks we face. Our business, financial condition and results of operations may also be affected by additional factors that are not currently known to us or that we currently consider immaterial or that are not specific to us, such as general economic conditions.

You should refer to the explanation of the qualifications and limitations on forward-looking statements included under **Cautionary Statements About Forward-Looking Statements** of this Form 10-K. All forward-looking statements made by us are qualified by the risk factors described below.

***If economic conditions weaken or commodity prices become depressed or decline, our results of operations could be adversely affected.***

Historically, the demand for our products and services has been sensitive to the level of exploration spending by oil and gas companies. During the period of depressed commodity prices, such as that experienced in late 2008 and 2009, many oil and gas exploration and production companies significantly reduced their levels of capital spending, including amounts dedicated to the leasing or purchasing our seismic equipment.

Factors affecting the prices of oil and natural gas include, among other things:

the level of supply and demand for oil and natural gas;

the level of prices, and expectations about future prices, for oil and natural gas;

the ability of oil and gas producers to raise equity capital and debt financing;

worldwide political, military and economic conditions;

the ability of the Organization of Petroleum Exporting Countries to set and maintain production levels and prices for oil;

the rate of discovery of new oil and gas reserves and the decline of existing oil and gas reserves;

the cost of exploring for, developing and producing oil and natural gas;

the ability of exploration and production companies to generate funds or otherwise obtain capital for exploration, development and production operations;

technological advances affecting energy exploration, production and consumption;

government policies, including environmental regulations and tax policies, regarding the exploration for, production and development of oil and natural gas reserves and the use of fossil fuels and alternative energy sources; and



weather conditions, including large-scale weather events such as hurricanes that impact oil and gas operations over a wide area or impact prices.

A return of depressed commodity prices, or a decline in existing commodity prices, could adversely affect demand for the services and equipment we provide, and therefore adversely affect our revenue and profitability. Further, perceptions of a long-term decrease in commodity prices by oil and gas companies could similarly reduce or defer major expenditures given the long-term nature of many large-scale development projects. Lower levels of activity result in a corresponding decline in the demand for our products and services, which could have a material adverse effect on our revenue and profitability. Additionally, these factors may adversely impact our statement of financial position if they are determined to cause impairment of our goodwill or other intangible assets or of our other long-lived assets.

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*Demand for seismic data is not assured.*

Demand for our services depends on the level of spending by oil and gas companies for exploration, production and development activities, as well as on the number of crews conducting land, transition zone and marine seismic data acquisition worldwide. The levels of such spending are influenced by:

oil and gas prices and industry expectations of future price levels;

the cost of exploring for, producing and delivering oil and gas;

the availability of current geophysical data;

the ability of oil and gas companies to generate funds or otherwise obtain capital for exploration operations;

the granting of leases or exploration concessions and the expiration of such rights;

changes to existing laws and regulations;

domestic and foreign tax policies;

merger and divestiture activity among oil and gas producers;

expected rates of declining current production;

technical advances affecting energy exploration, production, transportation and consumption;

weather conditions, including hurricanes and monsoons that can affect oil and gas operations over a wide area as well as less severe inclement weather that can preclude or delay seismic acquisition surveys;

the discovery rate of new oil and gas reserves; and

local and international political and economic conditions.

The cyclical nature of the oil and gas industry can have a significant effect on our revenues and profitability. Historically, oil and natural gas prices, as well as the level of exploration and developmental activity, have fluctuated significantly. These fluctuations have in the past, and may in the future, adversely affect our business. We are unable to predict future oil and natural gas prices or the level of oil and gas industry activity. A prolonged low level of activity in the oil and gas industry will likely depress development activity, adversely affecting the demand for our products and services and our financial condition and results of operations.

*Our revenues are subject to fluctuations that are beyond our control, which could materially adversely affect our results of operations in a given financial period.*

Projects awarded to and scheduled by our customers can be delayed or cancelled due to factors that are outside of their control, which can affect the demand for our products and services. These factors include the following:

inclement weather conditions;

difficulties in obtaining permits and licenses;

labor or political unrest;

delays in obtaining land access rights;

availability of required equipment;

security concerns;

budgetary or financial issues of oil and gas companies; and

delays in payments to our customers from their oil and gas company clients.

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*A limited number of customers account for a significant portion of our revenues, and the loss of one of these customers could harm our results of operations.*

We typically lease and sell significant amounts of seismic equipment to a relatively small number of customers, the composition of which changes from year to year as leases are initiated and concluded and as customers' equipment needs vary. Therefore, at any one time, a large portion of our revenues may be derived from a limited number of customers. In fiscal 2013, 2012 and 2011, CGV, our single largest customer, accounted for approximately 23%, 17% and 19%, respectively, of our consolidated revenues. Together, our five largest customers accounted for approximately 47% of our consolidated revenues in fiscal 2013. There has been consolidation among certain of our customers and this trend may continue. This consolidation could result in the loss of one or more of our customers and could result in a decrease in the demand for our equipment.

*The financial soundness of our customers could materially affect our business and operating results.*

If our customers experience financial difficulties or their own customers delay payment to them, they may not be able to pay, or may delay payment of, accounts receivable owed to us. Disruptions in the financial markets, such as those that occurred in 2008, or other macro-economic issues could exacerbate financial difficulties for our customer. Any inability of customers to pay us for services could adversely affect our financial condition and results of operations.

As of January 31, 2013, we had approximately \$28.6 million of customer accounts and contracts receivable, of which approximately \$10.2 million was over 90 days past due. For fiscal 2012 and 2011 we had net charges of approximately \$0.6 million and \$1.8 million, respectively, to our provision for doubtful accounts. In fiscal 2013 we experienced recoveries of amounts previously considered uncollectable. Significant payment defaults by our customers in excess of the allowance would have a material adverse effect on our financial position and results of operations.

*Due to the international scope of our business activities, our results of operations may be significantly affected by currency fluctuations.*

Many of our foreign operations are conducted in currencies other than U.S. dollars. Those currencies include the Canadian dollar, the Australian dollar, the Singapore dollar, the Russian ruble and the British pound sterling. These internationally-sourced revenues are subject to the risk of taxation policies, expropriation, political turmoil, civil disturbances, armed hostilities, and other geopolitical hazards as well as foreign currency exchange controls (in which payment could not be made in U.S. dollars) and fluctuations. For example, for accounting purposes, balance sheet accounts of our operating subsidiaries are translated at the current exchange rate as of the end of the accounting period. Statement of operations items are translated at average currency exchange rates. The resulting translation adjustment is recorded as a separate component of comprehensive income within shareholders' equity. This translation adjustment has in the past been, and may in the future be, material because of the significant amount of assets held by our international subsidiaries and the fluctuations in the foreign exchange rates.

*We derive a substantial amount of our revenues from foreign operations and sales, which pose additional risks.*

We conduct operations on a global scale. For fiscal 2013, 2012 and 2011 approximately 78%, 76% and 84%, respectively, of our revenues were attributable to operations in foreign countries.

Our international operations are subject to a number of risks inherent to any business operating in foreign countries, and especially those with emerging markets. As we continue to increase our presence in such countries, our operations will encounter the following risks, among others:

government instability, which can cause investment in capital projects by our potential clients to be withdrawn or delayed, reducing or eliminating the viability of some markets for our services;

potential expropriation, seizure, nationalization or detention of assets;

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difficulty in repatriating foreign currency received in excess of local currency requirements;

import/export quotas;

civil uprisings, riots and war, which can make it unsafe to continue operations, adversely affect both budgets and schedules and expose us to losses;

availability of suitable personnel and equipment, which can be affected by government policy, or changes in policy, which limit the importation of qualified crewmembers or specialized equipment in areas where local resources are insufficient;

decrees, laws, regulations, interpretation and court decisions under legal systems, which are not always fully developed and which may be retroactively applied and cause us to incur unanticipated and/or unrecoverable costs as well as delays which may result in real or opportunity costs; and

terrorist attacks, including kidnappings of our personnel;

political and economic uncertainties in certain countries which cause delays or cancellation of oil and gas exploration projects; and

environmental concerns and regulations in some countries.

We cannot predict the nature and the likelihood of any such events. However, if any of these or other similar events should occur, it could have a material adverse effect on our financial condition and results of operation.

Certain of the seismic equipment that we use in certain foreign countries may require prior U.S. government approval in the form of an export license and may otherwise be subject to tariffs and import/export restrictions. The delay in obtaining required governmental approvals could affect our ability to timely commence a project, and the failure to comply with all such controls could result in fines and other penalties.

We are subject to taxation in many foreign jurisdictions and the final determination of our tax liabilities involves the interpretation of the statutes and requirements of taxing authorities worldwide. Our tax returns are subject to routine examination by taxing authorities, and these examinations may result in assessments of additional taxes, penalties and/or interest.

Our overall success as a global business depends, in part, upon our ability to succeed in differing economic, social and political conditions. We may not continue to succeed in developing and implementing policies and strategies that are effective in each location where we do business, which could negatively affect our profitability.

***As a company subject to compliance with the Foreign Corrupt Practices Act (the FCPA ) and the UK Bribery Act of 2010 (the UK Bribery Act ), our business may suffer because our efforts to comply with these laws could restrict our ability to do business in foreign markets relative to our competitors who are not subject to them. Any determination that we or our foreign agents or partners have violated the FCPA or the UK Bribery Act may adversely affect our business and operations.***

We and our local partners operate in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. We may be subject to competitive disadvantages to the extent that our competitors are able to secure business, licenses or other preferential treatment by making payments to government officials and others in positions of influence or using other methods that U.S. law and regulations prohibit us from using.

As a U.S. corporation, we are subject to the regulations imposed by the FCPA, which generally prohibits U.S. companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or keeping business. In particular, we may be held liable for actions taken by our strategic or local partners even though our partners are not subject to the FCPA. Any such violations could

result in substantial

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civil and/or criminal penalties and might adversely affect our business, results of operations or financial condition. In addition, our ability to continue to work in such foreign markets could be adversely affected if we were found to have violated certain U.S. laws, including the FCPA.

The UK Bribery Act, which became effective in 2011, is broader in scope than the FCPA and applies to public and private sector corruption and contains no facilitating payments exception.

***Capital requirements for our operations can be large. If we are unable to finance these requirements, we may not be able to maintain our competitive advantage.***

We have historically funded our working capital requirements with cash generated from operations, cash reserves, issuance of common stock and short-term borrowings from commercial banks. Our working capital requirements continue to increase, primarily due to the expansion of our infrastructure in response to client demand for more recording channels, which has increased as the industry strives for improved data quality with greater subsurface resolution images. If we were to expand our operations at a rate exceeding operating cash flow, or current demand or pricing of our services were to decrease substantially or if technical advances or competitive pressures required us to acquire new equipment faster than our cash flow could sustain, additional financing could be required. Access to global financial markets and the terms under which capital is available can be uncertain and volatile. This was evident during the global financial crisis that arose in 2008. Furthermore, due to the historically cyclical nature of the energy business in general, and the seismic industry in particular, capital for businesses in this industry can be even more difficult and expensive to obtain.

Due to these factors, we cannot be certain that funding will be available if and when needed and to the extent required, on acceptable terms. If funding is not available when needed, or is available only on unfavorable terms, we may be unable to grow our existing business, complete acquisitions or otherwise take advantage of business opportunities or respond to competitive pressures, any of which could have a material adverse effect on our financial condition and results of operations.

***Our operations and financial condition will be materially adversely affected if we are unable to continually obtain additional lease contracts.***

Our seismic equipment leases typically have a term of two to six months and provide gross revenues that recover only a portion of our capital investment on the initial lease. Our ability to generate lease revenues and profits is dependent on obtaining additional lease contracts after the termination of an original lease. However, lease customers are under no obligation to, and frequently do not, continue to lease seismic equipment after the expiration of a lease. Although we have been successful in obtaining additional lease contracts with other customers after the termination of the original leases, we cannot assure you that we will continue to do so. Our failure to obtain additional leases or extensions beyond the initial lease term would have a material adverse effect on our operations and financial condition.

***Our failure to attract and retain key personnel could adversely affect our operations.***

Our success is dependent on, among other things, the services of certain key personnel, including specifically Billy F. Mitcham, Jr., our President and Chief Executive Officer. The loss of the services of Mr. Mitcham or other personnel could have a material adverse effect on our operations.

***The high fixed costs of our operations could adversely affect our results of operations.***

Our business has high fixed costs, which primarily consist of depreciation expenses associated with our lease pool of seismic data acquisition equipment. In periods of significant downtime these fixed costs do not decline as rapidly as our revenues. As a result, any significant downtime or low productivity caused by reduced demand could adversely affect our results of operations.

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### ***Our long-lived assets may be subject to impairment.***

We periodically assess our long-lived assets, including goodwill, other intangible assets and our lease pool of equipment, for impairment. If we expect significant sustained decreases in oil and natural gas prices in the future, we may be required to write down the value of these assets if the future cash flows anticipated to be generated from the related assets falls below net book value. Declines in oil and natural gas prices, if sustained, could result in future impairments. If we are forced to write down the value of our long-lived assets, these noncash asset impairments could negatively affect our results of operations in the period in which they are recorded. See the discussion included in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies Long-Lived Assets.

### ***Our seismic lease pool is subject to technological obsolescence.***

We have a substantial capital investment in seismic data acquisition equipment. The development by manufacturers of seismic equipment of newer technology systems or component parts that have significant competitive advantages over seismic systems and component parts now in use could have an adverse effect on our ability to profitably lease and sell our existing seismic equipment. Significant improvements in technology may also require us to recognize an asset impairment charge to our lease pool investment and to correspondingly invest significant sums to upgrade or replace our existing lease pool with newer-technology equipment demanded by our customers, which could affect our ability to compete as well as have a material adverse effect on our financial condition.

Recently, seismic equipment manufacturers have introduced wireless, or cable-free, recording systems. Many seismic contractors believe that wireless recording systems offer significant operational advantages over traditional cable-based systems, particularly in certain environments. Some seismic contractors have made significant investment in wireless technology and have replaced much of their cable-based equipment. Should other contractors take this approach, it could accelerate the obsolescence of much of our lease pool of equipment. As of January 31, 2013 we have approximately 231,000 channels of ground recording equipment in our lease pool, of which approximately 27,000 channels are wireless, or cable-free, systems, manufactured by Sercel and Geospace.

Historically, there have been three major seismic equipment suppliers, Sercel, Inova and Geospace. Each of these companies currently offer wireless recording systems. However, we believe that at least five other companies are currently offering or developing similar products. Should one of the competing systems gain wide-spread acceptance among seismic contractors, it could have a material adverse effect on the demand for our current lease pool of equipment. There can be no assurance that we would be able to acquire the types of equipment that would then be in demand by our customers, which could have a material adverse effect on our financial position and results of operations.

### ***Seasonal conditions cause fluctuations in our operating results.***

The first and fourth quarters of our fiscal year have historically accounted for a greater portion of our lease revenues than do our second and third quarters. This seasonality in leasing revenues is primarily due to the increased seismic survey activity in Canada and Russia from January through March or April. This seasonal pattern may cause our results of operations to vary significantly from quarter to quarter. Accordingly, period-to-period comparisons are not necessarily meaningful and should not be relied on as indicative of future results.

### ***We face competition in our seismic equipment leasing activities.***

We have several competitors engaged in seismic equipment leasing and sales, including seismic equipment manufacturers and data acquisition contractors that use seismic equipment, many of which have substantially greater financial resources than our own. There are also several smaller competitors that, in the aggregate, generate significant revenues from the lease and sale of seismic survey equipment. Pressures from existing or new competitors could adversely affect our business operations.



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*We rely on a small number of suppliers and disruption in vendor supplies could adversely affect our results of operations.*

We purchase the majority of our seismic equipment for our lease pool from a small number of suppliers. Should our relationships with our suppliers deteriorate, we may have difficulty in obtaining new technology required by our customers and maintaining our existing equipment in accordance with manufacturers' specifications. In addition, we may, from time to time, experience supply or quality control problems with suppliers, and these problems could significantly affect our ability to meet our lease commitments. Reliance on certain suppliers, as well as industry supply conditions, generally involve several risks, including the possibility of a shortage or a lack of availability of key products and increases in product costs and reduced control over delivery schedules; any of these events could adversely affect our future results of operations. The majority of our lease pool equipment is produced by Sercel and has been acquired by us pursuant to a series of agreements, see Item 1 Business Key Supplier Agreements. For fiscal 2013, 2012 and 2011, approximately 32%, 44% and 35%, respectively, of our revenues were generated from the rental of products we acquired from Sercel. If we are not able to continue our past relationship with Sercel we may not be able to acquire equipment under terms as favorable as in the past, which could adversely affect our future results of operations.

*Equipment in our lease pool may be subject to the intellectual property claims of others that could adversely affect our ability to generate revenue from the lease of the equipment.*

Certain of the equipment in our lease pool is proprietary to us. The equipment we acquired with the acquisition of AES, see Item 1 Business, includes heli-pickers and associated equipment that is manufactured by AES and is subject to various patents, see Item 1 Business Intellectual Property. We also have some equipment in our lease pool that is manufactured by our Seamap segment, which is subject to intellectual property rights and protection as discussed below. We may be subject to infringement claims and other intellectual property disputes as competition in the marketplace continues to intensify. In the future, we may be subject to litigation and may be required to defend against claimed infringements of the rights of others or to determine the scope and validity of the proprietary rights of others. Any such litigation could be costly and divert management's attention from operations. In addition, adverse determinations in such litigation could, among other things:

result in the loss of our proprietary rights to use the technology;

subject us to significant liabilities;

require us to seek licenses from third parties; and

prevent us from leasing or selling our products that incorporate the technology.

Additionally, the equipment that we acquire from other suppliers may be subject to the intellectual property infringement claims from third parties. We generally are indemnified by our suppliers against any claims that may be brought against us by third parties related to equipment they sold to us. However, such claims could affect our ability to acquire additional such products or to lease them in the future. The loss of this future revenue could adversely affect our business and would not generally be covered by the indemnities from our suppliers.

In February 2011, ION obtained a judgment against Sercel as a result of a patent infringement suit. In February 2012 this judgment was affirmed by the appellate court. One aspect of the judgment restricts the importation and use of certain seismic equipment in the United States, including Sercel's 428XL DSU3 products. We currently own a significant amount of this equipment and may purchase additional amounts from Sercel or others in the future. We believe that a significant portion of this equipment that we currently own is not subject to any restrictions as to use in the United States. However, if we are unable to import into or use in the United States any portion of this equipment our financial condition and results of operations could be adversely affected and we may not be able to compete for certain projects located in the United States. In addition, the administrative and operational effort required to ensure that no restricted equipment is brought into the United States may cause our costs to increase.

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In August 2012, ION was found guilty of patent infringement in a suit brought against it by WesternGeco L.L.C. The matters at issue in this case involve certain technology used to steer marine streamers and certain products manufactured and sold by ION. We own at least one of these products in our lease pool. It is our understanding that this verdict, if upheld upon any appeal, could negatively impact the ability of our customers to utilize the technology at issue and therefore could have an adverse effect on the demand for the related products in our lease pool.

### ***The operations of Seamap are subject to special risks that could have a material adverse effect on our operations.***

The design and manufacturing operations of our Seamap segment are subject to risks not associated with our equipment leasing business. These risks include the following:

*Risks Associated with Intellectual Property.* We rely on a combination of copyright, trademark and trade secret laws, and restrictions on disclosure to protect our intellectual property. We also enter into confidentiality or license agreements with our employees, consultants and corporate partners and control access to and distribution of our design information, documentation and other proprietary information. These intellectual property protection measures may not be sufficient to prevent wrongful misappropriation of our technology. In addition, these measures will not prevent competitors from independently developing technologies that are substantially equivalent or superior to our technology. The laws of many foreign countries may not protect intellectual property rights to the same extent as the laws of the United States. Failure to protect proprietary information could result in, among other things, loss of competitive advantage, loss of customer orders and decreased revenues. Monitoring the unauthorized use of our products is difficult and we cannot be certain that the steps we have taken will prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. If competitors are able to use our technology, our ability to compete effectively could be impaired.

We may be subject to infringement claims and other intellectual property disputes as competition in the marketplace continues to intensify. In the future, we may be subject to litigation and may be required to defend against claimed infringements of the rights of others or to determine the scope and validity of the proprietary rights of others. Any such litigation could be costly and divert management's attention from operations. In addition, adverse determinations in such litigation could, among other things:

result in the loss of our proprietary rights to use the technology;

subject us to significant liabilities;

require us to seek licenses from third parties;

require us to redesign the products that use the technology; and

prevent us from manufacturing or selling our products that incorporate the technology.

If we are forced to take any of the foregoing actions, our business may be seriously harmed. Any litigation to protect our intellectual property or to defend ourselves against the claims of others could result in substantial costs and diversion of resources and may not ultimately be successful.

*Risks Related to Product Performance.* The production of new products with high technology content involves occasional problems while the technology and manufacturing methods mature. If significant reliability or quality problems develop, including those due to faulty components, a number of negative effects on our business could result, including:

costs associated with reworking the manufacturing processes;

high service and warranty expenses;

high inventory obsolescence expense;

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high levels of product returns;

delays in collecting accounts receivable;

reduced orders from existing customers; and

declining interest from potential customers.

Although we maintain accruals for product warranties, actual costs could exceed these amounts. From time to time, there may be interruptions or delays in the activation of products at a customer's site. These interruptions or delays may result from product performance problems or from aspects of the installation and activation activities, some of which are outside our control. If we experience significant interruptions or delays that cannot be promptly resolved, confidence in our products could be undermined, which could have a material adverse effect on our operations.

*Risks Related to Raw Materials.* We depend on a limited number of suppliers for components of our products, as well as for equipment used to design and test our products. Certain components used in our products may be available from a sole source or limited number of vendors. If these suppliers were to limit or reduce the sale of such components to us, or if these suppliers were to experience financial difficulties or other problems that prevented them from supplying us with the necessary components, these events could have a material adverse effect on our business, financial condition and results of operations. These sole source and other suppliers are each subject to quality and performance issues, materials shortages, excess demand, reduction in capacity and other factors that may disrupt the flow of goods to us; thereby adversely affecting our business and customer relationships. Some of the sole source and limited source vendors are companies who, from time to time, may allocate parts to equipment manufacturers due to market demand for components and equipment. We have no guaranteed supply arrangements with our suppliers and there can be no assurance that our suppliers will continue to meet our requirements. Many of our competitors are much larger and may be able to obtain priority allocations from these shared vendors, thereby limiting or making our sources of supply unreliable for these components. If our supply arrangements are interrupted, we cannot assure you that we would be able to find another supplier on a timely or satisfactory basis. Any delay in component availability for any of our products could result in delays in deployment of these products and in our ability to recognize revenues.

If we are unable to obtain a sufficient supply of components from alternative sources, reduced supplies and higher prices of components will significantly limit our ability to meet scheduled product deliveries to customers. A delay in receiving certain components or the inability to receive certain components could harm our customer relationships and our results of operations.

Failures of components affect the reliability and performance of our products, can reduce customer confidence in our products, and may adversely affect our financial performance. From time to time, we may experience delays in receipt of components and may receive components that do not perform according to their specifications. Any future difficulty in obtaining sufficient and timely delivery of components could result in delays or reductions in product shipments that could harm our business. In addition, a consolidation among suppliers of these components or adverse developments in their businesses that affect their ability to meet our supply demands could adversely impact the availability of components that we depend on. Delayed deliveries from these sources could adversely affect our business.

***We are subject to a variety of environmental laws and regulations that could increase our costs of compliance and impose significant liabilities.***

We are subject to stringent governmental laws and regulations relating to worker safety and health, protection of the environment and the handling of chemicals and materials used in our manufacturing processes as well as the recycling and disposal of wastes generated by those processes. These laws and regulations may impose joint and several strict liability and failure to comply with such laws and regulations could result in the assessment of administrative, civil and criminal penalties, imposition of investigatory remedial obligations, and

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issuance of orders enjoining some or all of our operations. These laws and regulations could require us to acquire permits to conduct regulated activities, install and maintain costly equipment and pollution control technologies, conduct remediation of contaminated soils and groundwater, implement specific health and safety criteria for worker protection, or undertake measures to prevent future contamination or incur other significant environmental-related expenses. Public interest in the protection of the environment has increased dramatically in recent years. We anticipate that the trend of more expansive and stricter environmental laws and regulations will continue, the occurrence of which may require us to increase our capital expenditures or could result in increased operating expenses, in addition to possibly decreasing the performance of exploration or production activities by energy companies, which could have a material adverse effect on our business.

***Climate change laws and regulations restricting emissions of greenhouse gases could result in reduced demand for oil and natural gas, thereby adversely affecting our business, while the physical effects of climate change could disrupt our manufacturing of seismic equipment and cause us to incur significant costs in preparing for or responding to those effects.***

In December 2009, the EPA published its findings that emissions of carbon dioxide, methane and other greenhouse gases ( GHGs ) present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the earth's atmosphere and other climatic changes. Based on these findings, the EPA adopted regulations under existing provisions of the federal Clean Air Act that establish Significant Deterioration ( PSD ) construction and Title V operating permit reviews for certain large stationary sources that are potential major sources of GHG emissions. This stationary source rule tailors these permitting programs to apply to certain stationary sources in a multi-step process, with the largest sources first subject to permitting. Facilities required to obtain PSD permits for their GHG emissions also will be required to reduce those emissions according to best available control technology standards for GHG that will be established by the states or, in some instances, by the EPA on a case-by-case basis. In addition the EPA has adopted regulations requiring the monitoring and reporting of GHG emissions from specified sources in the United States, including, among others, certain onshore and offshore oil and natural gas production facilities on an annual basis. While the United States Congress has from time to time considered adopting legislation to reduce emissions of GHGs, there has not been significant activity in the form of adopted legislation to reduce GHG emissions at the federal level in recent years. In the absence of such federal climate legislation, a number of state and regional efforts have emerged that are aimed at tracking and/or reducing GHG emissions by means of cap and trade programs that typically require major sources of GHG emissions, such as electric power plants, to acquire and surrender emission allowances in return for emitting those GHGs. If Congress undertakes comprehensive tax reform in the coming year, it is possible that such reform may include a carbon tax, which could impose additional direct costs on operations and reduce demand for refined products. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address GHG emissions would impact our business, any such future laws and regulations that require reporting of GHGs or otherwise limit emissions of GHGs from oil and gas exploration and production activities could have an adverse effect on the demand for our seismic equipment and associated services. Finally, it should be noted that some scientists have concluded that increasing concentrations of greenhouse gases in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, floods and other climatic events; if any such effects were to occur, they could adversely affect or delay our manufacturing of seismic equipment and cause us to incur significant costs in preparing for or responding to those effects.

***Federal and state legislative and regulatory initiatives relating to hydraulic fracturing could result in additional operating restrictions or delays and adversely affect our business.***

Hydraulic fracturing is an important and common practice that is used to stimulate production of hydrocarbons, particularly natural gas, from tight formations such as shales. The process involves the injection of water, sand and chemicals under pressure into targeted surface formations to fracture the surrounding rock and stimulate production. The process is typically regulated by state oil and gas commissions, but the EPA has

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asserted federal regulatory authority over hydraulic fracturing involving the use of diesel fuels and published draft permitting guidance in May 2012 addressing the performance of such activities using diesel fuels. In November 2011, the EPA announced its intent to develop and issue regulations under the Toxic Substances Control Act to require companies to disclose information regarding the chemicals used in hydraulic fracturing and the agency currently plans to issue a Notice of Proposed Rulemaking that would seek public input on the design and scope of such disclosure regulations pursuant to the Federal Safe Drinking Water Act ( SDWA ). In addition, Congress has from time to time considered legislation to provide for federal regulation of hydraulic fracturing under the SDWA and to require disclosure of the chemicals used in the hydraulic fracturing process. At the state level, several states have adopted or are considering adopting legal requirements that could impose more stringent permitting, public disclosure, and/or well construction requirements on hydraulic fracturing activities. If new federal or state laws or regulations that significantly restrict hydraulic fracturing are adopted, such legal requirements could make it more difficult to complete natural gas wells in certain formations and adversely affect demand for our seismic equipment and associated services. In addition, certain governmental reviews are either underway or being proposed that focus on environmental aspects of hydraulic fracturing practices. The White House Council on Environmental Quality is coordinating an administration-wide review of hydraulic fracturing practices. The EPA has commenced a study of the potential environmental effects of hydraulic fracturing on drinking water and groundwater, with initial results made available on December 21, 2012 and final results expected to be available by 2014, and has further announced plans to develop effluent limitations for the treatment and discharge of wastewater resulting from hydraulic fracturing activities by 2014. Other governmental agencies, including the U.S. Department of Energy and the U.S. Department of the Interior, have evaluated or are evaluating various other aspects of hydraulic fracturing. These ongoing or proposed studies, depending on their degree of pursuit and any meaningful results obtained, could spur initiatives to further regulate hydraulic fracturing under the SDWA or other regulatory mechanisms, which could have an adverse effect on the demand for our seismic equipment and associated services.

***More comprehensive and stringent regulation in the U.S. Gulf of Mexico in the aftermath of the Macondo well oil spill may result in increased costs and delays in offshore oil and natural gas exploration and production operations, which could adversely affect our financial position, results of operations and cash flows.***

Following an April 30, 2010 fire and explosion aboard the Deepwater Horizon drilling rig and resulting oil spill from the Macondo well operated by a third party in ultra-deep water in the U.S. Gulf of Mexico, there have been a series of regulatory initiatives developed and implemented at the federal level to address the direct impact of the incident and to prevent similar incidents in the future. Beginning in 2010 and continuing through 2012, the federal government, acting through the U.S. Department of the Interior ( DOI ) and its implementing agencies that have since evolved into the present day Bureau of Ocean Energy Management ( BOEM ) and Bureau of Safety and Environmental Enforcement ( BSEE ), have issued a variety of regulations and Notices to Lessees and Operators ( NTLs ) intended to impose additional safety, permitting and certification requirements applicable to exploration, development and production activities in the U.S. Gulf of Mexico. These regulatory initiatives effectively slowed down the pace of drilling and production operations in the U.S. Gulf of Mexico as adjustments were being made in operating procedures, certification requirements and lead times for inspections, drilling applications and permits, and exploration and production plan reviews, and as the federal agencies evolved into their present day bureaus.

Under the DOI s current organizational format, the BOEM administers offshore leasing, resource evaluation, oil and natural gas exploration and production plan reviews, renewable energy development, National Environmental Policy Act analyses, and environmental studies whereas the BSEE manages responsibility for the safety and enforcement functions imposed on offshore oil and natural gas operations, including the development and enforcement of safety and environmental regulations, permitting of offshore exploration, development and production activities, inspections, offshore regulatory programs, oil spill response and compliance programing and training. Offshore oil and natural gas exploration and production operators are now required to comply with this more comprehensive and stringent array of legal requirements as conditions to initiating and/or continuing

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offshore activities in the U.S. Gulf of Mexico, compliance with which has made it more difficult and costly in proceeding with those activities and more prone to potential delays, whether due to permit delays, the aggregate effect of more regulation, the need for new or retrofitted equipment or processes or qualified personnel, or otherwise.

In addition to the array of new or revised safety, permitting and certification requirements developed and implemented by the DOI in the past few years, there have been a variety of proposals to change existing laws and regulations that could affect offshore development and production such as, for example, a proposal to significantly increase the minimum financial responsibility demonstration required under the Oil Pollution Act ( OPA ). To the extent that the existing regulatory initiatives implemented and pursued over the past few years or any future restrictions, whether through legislative or regulatory means or increased or broadened enforcement programs, lead to an increase in the cost of operations in offshore waters or foster uncertainties or delays in offshore oil and natural gas exploration, production or development activities, then such conditions may have a material adverse effect on our financial condition, cash flows and results of operations.

### ***Our business could be negatively affected by security threats, including cybersecurity threats, and other disruptions.***

We face various security threats, including cybersecurity threats to gain unauthorized access to sensitive information or to render data or systems unusable; threats to the security of our facilities; and threats from terrorist acts. The potential for such security threats subjects our operations to increased risks that could have a material adverse effect on our business. In particular, our implementation of various procedures and controls to monitor and mitigate security threats and to increase security for our information, facilities and infrastructure may result in increased capital and operating costs. Moreover, there can be no assurance that such procedures and controls will be sufficient to prevent security breaches from occurring. If any of these security breaches were to occur, they could lead to losses of sensitive information, critical infrastructure or capabilities essential to our operations and could have a material adverse effect on our reputation, financial position, results of operations or cash flows. Cybersecurity attacks in particular are becoming more sophisticated and include, but are not limited to, malicious software, attempts to gain unauthorized access to data, and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information, and corruption of data. These events could damage our reputation and lead to financial losses from remedial actions, loss of business or potential liability.

### ***We may grow through acquisitions and our failure to properly plan and manage those acquisitions may adversely affect our performance.***

We plan to expand not only through organic growth, but may also do so through the strategic acquisition of companies and assets. We must plan and manage any acquisitions effectively to achieve revenue growth and maintain profitability in our evolving market. If we fail to manage acquisitions effectively, our results of operations could be adversely affected. Our growth has placed, and is expected to continue to place, significant demands on our personnel, management and other resources. We must continue to improve our operational, financial, management, legal compliance and information systems to keep pace with the growth of our business.

Any future acquisitions could present a number of risks, including but not limited to:

incorrect assumptions regarding the future results of acquired operations or assets or expected cost reductions or other synergies expected to be realized as a result of acquiring operations or assets;

failure to integrate the operations or management of any acquired operations or assets successfully and timely;

diversion of management's attention from existing operations or other priorities; and

our inability to secure sufficient financing, on terms we find acceptable, that may be required for any such acquisition or investment.

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### ***Our stock price is subject to volatility.***

Energy and energy service company stock prices, including our stock price, have been volatile from time to time. Stock price volatility could adversely affect our business operations by, among other things, impeding our ability to attract and retain qualified personnel and to obtain additional financing.

In addition to the other risk factors discussed in this section, the price and volume volatility of our common stock may be affected by:

operating results that vary from the expectations of securities analysts and investors;

factors influencing the levels of global oil and natural gas exploration and exploitation activities, such as depressed prices for natural gas in North America or disasters such as the Deepwater Horizon incident in the Gulf of Mexico in 2010;

the operating and securities price performance of companies that investors or analysts consider comparable to us;

announcements of strategic developments, acquisitions and other material events by us or our competitors; and

changes in global financial markets and global economies and general market conditions, such as interest rates, commodity and equity prices and the value of financial assets.

To the extent that the price of our common stock remains at lower levels or it declines further, our ability to raise funds through the issuance of equity or otherwise use our common stock as consideration will be reduced. In addition, increases in our leverage may make it more difficult for us to access additional capital. These factors may limit our ability to implement our operating and growth plans.

### ***We have significant operations outside of the United States that expose us to certain additional risks.***

We operate in a number of foreign locations and have subsidiaries or branches in foreign countries, including Russia, Peru and Colombia. Our equipment is also often temporarily located in other foreign locations while under rent by our customers. These operations expose us to political and economic risks and uncertainties. Should current circumstances change, we could encounter difficulties in operating in some countries and may not be able to retrieve our equipment that is located within these countries. This could result in a material adverse effect on our financial positions and results of operations.

### ***Because we have no plans to pay any dividends for the foreseeable future, investors must look solely to stock appreciation for a return on their investment in us.***

We have not paid cash dividends on our common stock since our incorporation and do not anticipate paying any cash dividends in the foreseeable future. We currently intend to retain any future earnings to support our operations and growth. Any payment of cash dividends in the future will be dependent on the amount of funds legally available, our financial condition, capital requirements and other factors that our Board of directors may deem relevant. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment.

### ***Provisions in our articles of incorporation and Texas law could discourage a takeover attempt, which may reduce or eliminate the likelihood of a change of control transaction and, therefore, the ability of our shareholders to sell their shares for a premium.***

Provisions of our Articles of Incorporation and the Texas Business Organizations Code may tend to delay, defer or prevent a potential unsolicited offer or takeover attempt that is not approved by our Board of Directors but that our shareholders might consider to be in their best interest, including an attempt that might result in shareholders receiving a premium over the market price for their shares. Because our Board of Directors is authorized to issue preferred stock with preferences and rights as it determines, it may afford the holders of any





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series of preferred stock preferences, rights or voting powers superior to those of the holders of common stock. Although we have no shares of preferred stock outstanding and no present intention to issue any shares of our preferred stock, there can be no assurance that we will not do so in the future.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We occupy the following principal facilities, which we believe are adequately utilized for our current operations:

<b>Location</b>	<b>Type of Facility</b>	<b>Size (in square feet)</b>	<b>Owned or Leased</b>	<b>Segment Using Property</b>
Huntsville, Texas	Office and warehouse	25,000 (on six acres)	Owned	Equipment Leasing and Seamap
Calgary, Alberta, Canada	Office and warehouse	33,500	Leased	Equipment Leasing
Salisbury, Australia	Office and warehouse	4,400	Leased	Equipment Leasing
Singapore	Office and warehouse	35,000	Leased	Equipment Leasing and Seamap
Shepton Mallet, United Kingdom	Office and warehouse	16,600	Leased	Seamap
Ufa, Bashkortostan, Russia	Office and warehouse	6,000	Leased	Equipment Leasing
Bogota, Colombia	Office and warehouse	23,600	Leased	Equipment Leasing
Budapest, Hungary	Office and warehouse	8,000	Leased	Equipment Leasing

We do not believe that any single property is material to our operations and, if necessary, we could readily obtain a replacement facility.

**Item 3. Legal Proceedings**

From time to time, we are a party to legal proceedings arising in the ordinary course of business. We are not currently a party to any legal proceedings that we believe could have a material adverse effect on our results of operations or financial condition.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Table of Contents****PART II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*****Market Information for Common Stock***

Our common stock is traded on the NASDAQ Global Select Market under the symbol MIND. The following table sets forth, for the periods indicated, the high and low sales prices of our common stock as reported on the NASDAQ Global Select Market.

	<b>High</b>	<b>Low</b>
<b><u>Fiscal Year Ended January 31, 2012:</u></b>		
First Quarter	\$ 16.44	\$ 10.38
Second Quarter	20.00	13.16
Third Quarter	19.43	9.52
Fourth Quarter	24.86	13.22
<b><u>Fiscal Year Ended January 31, 2013:</u></b>		
First Quarter	\$ 26.76	\$ 20.30
Second Quarter	24.68	15.50
Third Quarter	18.79	13.32
Fourth Quarter	15.76	11.51

As of April 1, 2013, there were approximately 6,000 beneficial holders of our common stock.

***Dividend Policy***

We have not paid any cash dividends on our common stock since our inception, and our Board of Directors does not contemplate the payment of cash dividends in the foreseeable future. It is the present policy of our Board of Directors to retain earnings, if any, for use in developing and expanding our business. In the future, our payment of dividends will also depend on the amount of funds available, our financial condition, capital requirements and such other factors as our Board of Directors may consider.

As of January 31, 2013, we had deposits in foreign banks equal to approximately \$15.1 million. These funds may generally be transferred to our accounts in the United States without restriction. However, the transfer of these funds may result in withholding taxes payable to foreign taxing authorities. Any such withholding taxes generally may be credited against our federal income tax obligations in the United States. Additionally, the transfer of funds from our foreign subsidiaries to the United States may result in currently taxable income in the United States. These factors could limit our ability to pay cash dividends in the future.

**Table of Contents*****Performance Graph***

*This performance graph shall not be deemed to be soliciting material or to be filed with the SEC or subject to Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any of our filings under the Securities Act.*

The following graph compares our common stock's cumulative total shareholder return for the period beginning January 31, 2007 through January 31, 2013, to the cumulative total shareholder return on (i) the S&P's Smallcap 600 stock index and (ii) an index of peer companies we selected. The cumulative total return assumes that the value of an investment in our common stock and each index was \$100 on January 31, 2007, and that all dividends were reinvested.

	1/31/08	1/31/09	1/31/10	1/31/11	1/31/12	1/31/13
<b>Mitcham Industries, Inc.</b>	<b>100.00</b>	<b>21.55</b>	<b>44.05</b>	<b>65.60</b>	<b>130.77</b>	<b>88.21</b>
<b>S&amp;P Smallcap 600</b>	<b>100.00</b>	<b>63.27</b>	<b>87.92</b>	<b>115.11</b>	<b>123.75</b>	<b>142.87</b>
<b>Peer Group</b>	<b>100.00</b>	<b>24.31</b>	<b>50.15</b>	<b>68.07</b>	<b>60.82</b>	<b>62.91</b>

The Peer Company Index consists of: Compagnie Generale de Geophysique (NYSE: CGV), Dawson Geophysical Company (NASDAQ: DWSN) and Ion Geophysical Corp. (NYSE: IO).

***Purchases of Equity Securities by the Issuer and Affiliated Purchasers***

Neither we nor any affiliated purchaser purchased any of our equity securities during the fourth quarter of fiscal 2013.

**Table of Contents****Item 6. Selected Financial Data**

The selected consolidated financial information contained below is derived from our consolidated financial statements and should be read in conjunction with Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements, including the notes thereto. Our historical results may not be indicative of the operating results to be expected in future periods.

	Years Ended January 31,				
	2013	2012	2011	2010	2009
(Amounts in thousands, except per share amounts)					
<b>Statement of Income Data:</b>					
Total revenues	\$ 104,685	\$ 112,834	\$ 71,363	\$ 55,172	\$ 66,812
Operating income	13,902	34,544	6,921	871	11,478
Income from continuing operations	17,051	24,321	4,729	520	9,065
Income from continuing operations per common share basic	1.34	2.13	0.48	0.05	0.93
Income from continuing operations per common share diluted	1.29	2.02	0.46	0.05	0.89
<b>Balance Sheet Data:</b>					
Cash and short-term investments (including restricted cash)	15,951	15,385	14,647	6,735	6,032
Seismic equipment lease pool and property and equipment, net	119,608	120,377	79,095	66,482	64,251
Total assets	190,407	198,229	137,971	115,397	104,227
Long-term debt	4,238	12,784	23,343	15,735	5,950
Total liabilities	14,094	42,795	43,256	30,442	27,104
Total shareholders' equity	176,313	155,434	94,715	84,955	77,123

See Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of matters affecting the comparability of the above information.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations****Overview**

We operate in two segments, Equipment Leasing and Seemap. Our equipment leasing operations are conducted from our Huntsville, Texas headquarters and from our locations in Calgary, Canada; Brisbane, Australia; Lima, Peru; Bogota, Colombia; Budapest, Hungary; Singapore and Ufa, Russia. This includes the operations of our MCL, SAP, MEL, MML and MSE subsidiaries and our branches in Peru and Colombia. MEL and MML were formed in late fiscal 2012. Accordingly, the first full year of operations for these subsidiaries was fiscal 2013 and they did not contribute materially to our revenues prior to January 1, 2012. Seemap operates from its locations near Bristol, United Kingdom and in Singapore.

Management believes that the performance of our Equipment Leasing segment is indicated by revenues from equipment leasing and by the level of our investment in lease pool equipment. Management further believes that the performance of our Seemap segment is indicated by revenues from equipment sales and by gross profit from those sales. Management monitors EBITDA and Adjusted EBITDA, both as defined in the following table, as key indicators of our overall performance and liquidity.

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The following table presents certain operating information by operating segment:

	Years Ended January 31,		
	2013	2012	2011
	(in thousands)		
<b>Revenues:</b>			
Equipment Leasing	\$ 73,516	\$ 84,428	\$ 50,018
Seamap	32,210	28,703	22,462
Less inter-segment sales	(1,041)	(297)	(1,117)
<b>Total revenues</b>	<b>104,685</b>	<b>112,834</b>	<b>71,363</b>
<b>Cost of sales:</b>			
Equipment Leasing	53,320	42,615	34,494
Seamap	14,817	12,818	11,209
Less inter-segment costs	(865)	(351)	(982)
<b>Total direct costs</b>	<b>67,272</b>	<b>55,082</b>	<b>44,721</b>
<b>Gross profit</b>			
Equipment Leasing	20,196	41,813	15,524
Seamap	17,393	15,885	11,253
Less inter-segment amounts	(176)	54	(135)
<b>Total gross profit</b>	<b>37,413</b>	<b>57,752</b>	<b>26,642</b>
<b>Operating expenses:</b>			
General and administrative	22,539	21,354	16,755
(Recovery of) provision for doubtful accounts	(428)	615	1,795
Depreciation and amortization	1,400	1,239	1,171
<b>Total operating expenses</b>	<b>23,511</b>	<b>23,208</b>	<b>19,721</b>
<b>Operating income</b>	<b>\$ 13,902</b>	<b>\$ 34,544</b>	<b>\$ 6,921</b>
<b>EBITDA <sup>(1)</sup></b>	<b>\$ 48,452</b>	<b>\$ 63,500</b>	<b>\$ 28,680</b>
<b>Adjusted EBITDA <sup>(1)</sup></b>	<b>\$ 50,038</b>	<b>\$ 64,831</b>	<b>\$ 29,779</b>
<b>Reconciliation of Net Income to EBITDA and Adjusted EBITDA</b>			
Net income	\$ 17,051	\$ 24,321	\$ 4,729
Interest expense , net	(11)	396	473
Depreciation, amortization and impairment	34,939	28,774	22,717
(Benefit) provision for income taxes	(3,527)	10,009	2,065
Gain from bargain purchase			(1,304)
<b>EBITDA <sup>(1)</sup></b>	<b>48,452</b>	<b>63,500</b>	<b>28,680</b>
Stock-based compensation	1,586	1,331	1,099
<b>Adjusted EBITDA <sup>(1)</sup></b>	<b>\$ 50,038</b>	<b>\$ 64,831</b>	<b>\$ 29,779</b>
<b>Reconciliation of Net Cash Provided by Operating Activities to EBITDA</b>			
Net cash provided by operating activities	\$ 44,257	\$ 35,958	\$ 30,137
Stock-based compensation	(1,586)	(1,331)	(1,099)
Provision for doubtful accounts	636	(1,709)	(1,795)

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Changes in trade accounts and contracts receivable	(13,331)	16,687	2,019
Interest paid	533	704	728
Taxes paid, net of refunds	9,177	7,536	508
Gross profit from sale of lease pool equipment	5,369	4,923	1,340
Changes in contract revenues in excess of billings			(573)
Changes in inventory	718	2,614	(727)
Changes in accounts payable, accrued expenses and other current liabilities	4,091	(2,683)	(1,964)
Other	(1,412)	801	106
<b>EBITDA <sup>(1)</sup></b>	<b>\$ 48,452</b>	<b>\$ 63,500</b>	<b>\$ 28,680</b>

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(1) EBITDA is defined as net income before (a) interest income and interest expense, (b) provision for (or benefit from) income taxes and (c) depreciation, amortization and impairment. Adjusted EBITDA excludes stock-based compensation. We consider EBITDA and Adjusted EBITDA to be important indicators for the performance of our business, but not measures of performance or liquidity calculated in accordance with accounting principles generally accepted in the United States of America ( GAAP ). We have included these non-GAAP financial measures because management utilizes this information for assessing our performance and liquidity, and as indicators of our ability to make capital expenditures, service debt and finance working capital requirements. The covenants of our revolving credit agreement require us to maintain a minimum level of EBITDA. Management believes that EBITDA and Adjusted EBITDA are measurements that are commonly used by analysts and some investors in evaluating the performance and liquidity of companies such as us. In particular, we believe that it is useful to our analysts and investors to understand this relationship because it excludes transactions not related to our core cash operating activities. We believe that excluding these transactions allows investors to meaningfully trend and analyze the performance of our core cash operations. EBITDA and Adjusted EBITDA are not measures of financial performance or liquidity under GAAP and should not be considered in isolation or as alternatives to cash flow from operating activities or as alternatives to net income as indicators of operating performance or any other measures of performance derived in accordance with GAAP. In evaluating our performance as measured by EBITDA, management recognizes and considers the limitations of this measurement. EBITDA and Adjusted EBITDA do not reflect our obligations for the payment of income taxes, interest expense or other obligations such as capital expenditures. Accordingly, EBITDA and Adjusted EBITDA are only two of the measurements that management utilizes. Other companies in our industry may calculate EBITDA or Adjusted EBITDA differently than we do and EBITDA and Adjusted EBITDA may not be comparable with similarly titled measures reported by other companies.

In our Equipment Leasing segment, we lease seismic data acquisition equipment primarily to seismic data acquisition companies conducting land, transition zone and marine seismic surveys worldwide. We provide short-term leasing of seismic equipment to meet a customer's requirements. All active leases at January 31, 2013 were for a term of less than one year. Seismic equipment held for lease is carried at cost, net of accumulated depreciation. We acquire some marine lease pool equipment from our Seemap segment. These amounts are carried in our lease pool at the cost to our Seemap segment, less accumulated depreciation. From time to time, we sell lease pool equipment to our customers. These sales are usually transacted when we have equipment for which we do not have near term needs in our leasing business. Additionally, when equipment that has been leased to a customer is lost or destroyed, the customer is charged for such equipment at amounts specified in the underlying lease agreement. These charges are included in Lease pool equipment sales in the accompanying financial statements. We occasionally sell new seismic equipment that we acquire from other manufacturers. We produce and sell, as well as lease, equipment used to deploy and retrieve seismic equipment with helicopters. In addition to leasing seismic equipment, SAP sells equipment, consumable supplies, systems integration, engineering hardware and software maintenance support services to the seismic, hydrographic, oceanographic, environmental and defense industries throughout Southeast Asia and Australia.

Our Seemap segment designs, manufactures and sells a variety of products used primarily in marine seismic applications. Seemap's primary products include the (i) GunLink seismic source acquisition and control systems, which provide marine operators more precise control of exploration tools; and (ii) the BuoyLink RGPS tracking system used to provide precise positioning of seismic sources and streamers (marine recording channels that are towed behind a vessel).

Seismic equipment leasing is susceptible to weather patterns in certain geographic regions. In Canada and Russia, a significant percentage of the seismic survey activity normally occurs in the winter months, from December through March or April. During the months in which the weather is warmer, certain areas are not accessible to trucks, earth vibrators and other heavy equipment because of the unstable terrain. Accordingly, our first and fourth quarters have historically produced higher leasing revenues than the second and third quarters. In other areas of the world, periods of heavy rain can impair seismic operations. These periods of inclement weather can impact our results of operations; however, there is no historical trend as to the timing of such impact. We are able, in many cases, to transfer our equipment from one region to another in order to deal with seasonal demand and to increase our equipment utilization, see Item 1A Risk Factors.



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### ***Business Outlook***

Our revenues are directly related to the level of worldwide oil and gas exploration activities and the profitability and cash flows of oil and gas companies and seismic contractors, which, in turn, are affected by expectations regarding the supply and demand for oil and natural gas, energy prices and finding and development costs. Land seismic data acquisition activity levels are measured in terms of the number of active recording crews, known as the crew count, and the number of recording channels deployed by those crews, known as channel count. Because an accurate and reliable census of active crews does not exist, it is not possible to make definitive statements regarding the absolute levels of seismic data acquisition activity. Furthermore, a significant number of seismic data acquisition contractors are either private or state-owned enterprises and information about their activities is not available in the public domain.

During fiscal 2012, we experienced a significant increase in our equipment leasing business. We believe the factors contributing to this increase included the following:

Increased exploration activity driven by higher worldwide oil prices;

Increased exploration activity for natural gas, driven in part by non-conventional sources, such as shale reservoirs;

Our geographic expansion;

An increase in the channel count on seismic surveys; and

The additions we made to our lease pool of equipment.

Particular areas of improved leasing revenues included our Latin American, North American and European land operations and our marine leasing business. We expected these trends to generally continue into fiscal 2013. However, they did not and our equipment leasing business declined in fiscal 2013 from fiscal 2012 levels, but the levels remained above those of fiscal 2011. The decline in fiscal 2013 from fiscal 2012 related primarily to declines in land leasing activity in the United States, Latin America and Europe.

We do not believe that the decline in our fiscal 2013 land leasing activity is indicative of a trend. As more fully discussed below, we believe that certain specific factors contributed to the fiscal 2013 decline and that those factors will not necessarily continue into the future. However, there can be no assurance of this.

We believe overall demand for seismic services, and for our services, continues to remain strong. This demand is driven by the world-wide demand for oil and gas and the demand for more precise seismic data on the part of oil and gas companies. Also contributing to this demand is the use of seismic data in the development and management of oil and gas properties beyond the exploration phase.

Over the past several years, we have made significant additions to our lease pool of equipment, amounting to over \$190 million in equipment purchases during the five years ended January 31, 2013. By adding this equipment, we have not only expanded the amount of equipment that we have, but have also increased the geographic presence of our leasing operations and have expanded the types of equipment that we have in our lease pool. Additions to our lease pool during fiscal 2013, 2012 and 2011 amounted to approximately \$39.1 million, \$68.8 million and \$31.1 million, respectively.

Historically, there have been continued improvements and enhancements in seismic equipment, generally driven by competition among two or three major equipment suppliers. Recently, a number of companies have developed, or are developing, seismic recording equipment based on wireless, or cable-free technology. We believe that there are approximately eight companies currently offering or developing such equipment. We think it is unlikely that all of these products will ultimately prove to be commercially successful. However, in the meantime, the existence of these products has created a great deal of competition that has had the effect of depressing prices for seismic recording equipment, and specifically recording channels. While we are the

beneficiary of lower prices for equipment we purchase, the current equipment pricing environment also exerts

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pressure on our rental rates. We cannot at this time determine the effect of this pressure, if any, on our results of operations. We currently have within our lease pool of equipment wireless recording channels from two different manufacturers. Depending upon the demand from our customers, we may add additional wireless equipment to our lease pool in the future.

The market for products sold by Seamap and the demand for the leasing of marine seismic equipment is dependent upon activity within the offshore, or marine, seismic industry, including the re-fitting of existing seismic vessels and the equipping of new vessels. Seamap has enjoyed increases in revenues over the past three fiscal years. Our Seamap business has benefited from equipping new-build vessels and from re-equipping older vessels with newer, more efficient technology. In addition, as Seamap has expanded its installed base of products, our business for replacements, spare parts, repair and support services has expanded. Certain existing and potential customers continue to express interest in our GunLink and BuoyLink products. Some of this interest involves the upgrade of exiting GunLink and BuoyLink products to newer versions or systems with greater functionality. We believe the marine seismic market continues to be strong, as indicated by the expansion of various marine seismic contractors, including the addition of new vessels to their fleets.

We also have expanded the geographic breadth of our operations by acquiring or establishing operating facilities in new locations. In fiscal 2012, we established new leasing subsidiaries in Hungary and in Singapore and significantly expanded the operations of our branch in Colombia. We may seek to expand our operations in to additional locations in the future either through establishing green field operations or by acquiring other businesses. However, we do not currently have specific plans to establish any such operations.

The oil and gas industry, in general, and the seismic industry, in particular, have historically been cyclical businesses. If worldwide oil and gas prices should decline from current levels, or if the expectations for future prices should change, we could see a material change in the level of our business.

A significant portion of our revenues are generated from foreign sources. For fiscal 2013, 2012 and 2011, revenues from international customers totaled approximately \$81.2 million, \$86.7 million and \$59.7 million, respectively. These amounts represent 78%, 77% and 84% of consolidated revenues in those fiscal years, respectively. The majority of our transactions with foreign customers are denominated in United States, Australian, Canadian and Singapore dollars and Russian rubles. We have not entered, nor do we intend to enter, into derivative financial instruments for hedging or speculative purposes.

Our revenues and results of operations have not been materially impacted by inflation or changing prices in the past three fiscal years, except as described above.

### ***Results of Operations***

For fiscal 2013, we recorded operating income of approximately \$13.9 million, compared to approximately \$34.5 million for fiscal 2012 and approximately \$6.9 million for fiscal 2011. The decrease in fiscal 2013 relates primarily to decreased leasing revenues and increased lease pool depreciation. The increase in fiscal 2012 over fiscal 2011 reflects increased leasing revenue associated with the improved demand for seismic equipment.

The gross profit for our Equipment Leasing segment was approximately \$20.2 million in fiscal 2013, compared to approximately \$41.8 million in fiscal 2012 and approximately \$15.5 million in fiscal 2011. The decrease between fiscal 2012 and fiscal 2013 resulted from lower leasing revenues and higher lease pool depreciation expense. The increase between fiscal 2011 and fiscal 2012 resulted from higher leasing revenues and increased sales of lease pool equipment. The increase was despite increased direct operating costs and depreciation expense related to our lease pool of equipment. Our Seamap segment recorded gross profit of approximately \$17.4 million, \$15.9 million and \$11.3 million in fiscal 2013, 2012 and 2011, respectively. The increases in gross profit were due primarily to increased revenues. Seamap revenues increased in each of these years as customers continued to buy new equipment in order to enhance efficiency by upgrading technology. The improvement in revenues is also due in part to on-going support activities from our installed base of these products.

**Table of Contents****Revenues and Cost of Sales****Equipment Leasing**

Revenues and cost of sales from our Equipment Leasing segment were comprised of the following:

	Years Ended January 31,		
	2013	2012	2011
	(in thousands)		
<b>Revenues:</b>			
Equipment leasing	\$ 54,592	\$ 70,137	\$ 36,825
Lease pool equipment sales	11,412	6,503	2,470
New seismic equipment sales	1,282	1,810	6,056
SAP equipment sales	6,230	5,978	4,667
	73,516	84,428	50,018
<b>Cost of sales:</b>			
Lease pool depreciation	33,594	27,668	21,512
Direct costs – equipment leasing	8,200	8,059	3,739
Cost of lease pool equipment sales	6,043	1,580	1,130
Cost of new seismic equipment sales	655	924	4,362
Cost of SAP equipment sales	4,828	4,384	3,751
	53,320	42,615	34,494
<b>Gross profit</b>	<b>\$ 20,196</b>	<b>\$ 41,813</b>	<b>\$ 15,524</b>
<b>Gross profit margin</b>	<b>27%</b>	<b>50%</b>	<b>31%</b>

In fiscal 2013, equipment leasing revenues declined approximately 22% from fiscal 2012 levels, due primarily to reduced activity in the United States, Latin American and Europe (as discussed in more detail below) and, to a lesser extent, a decline in our down hole leasing revenue (as discussed in more detail below). During fiscal 2012, we benefited from a very large project in the United States that contributed approximately \$4.5 million in leasing revenues. We had anticipated a follow-on project in fiscal 2013, but this did not occur. Very large contracts such as this can occur from time to time, but they cannot be predicted with any degree of accuracy.

Fiscal 2013 equipment leasing revenues in Latin America were less than anticipated and less than in fiscal 2012. A number of anticipated projects, primarily in Colombia, experienced a series of delays due to weather, permitting, regulatory and other logistical issues. Based on discussions with our customers and other industry participants, we believe there is a substantial amount of seismic survey activity pending in Latin America and we expect this to be an area of continued strong activity for our leasing business. However, factors such as those encountered in fiscal 2013 could continue to impact our business.

We also experienced a decline in equipment leasing activity in Europe in fiscal 2013 as compared to fiscal 2012. We believe that this decline was caused, in large degree, by economic, political and environmental issues in much of Eastern Europe. Political unrest in North Africa also contributed to this decline, as certain of our customers in Eastern Europe have operated in North Africa in the past. We have recently seen indications of improved activity among our customers in Eastern Europe and expect increased activity among these customers in the future. There can be no assurance, however, as to the effect of this on our equipment leasing business.

During fiscal 2013, revenues from our down hole leasing business declined from that in fiscal 2012. The majority of our down hole business has been in North America and relates to microseismic and fracture monitoring programs. We believe that decreased activity in such programs in North America contributed to this decline.

Revenues from our marine leasing business increased in fiscal 2013 over fiscal 2012, reflecting, we believe, overall strong fundamentals in the marine seismic market. However, this increase did not offset the decreases discussed above.



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Equipment leasing revenues in fiscal 2012 increased by more than 90% over fiscal 2011. Contributing to the increase was significantly improved demand for land equipment in Latin America, North America and Europe, as well as increased demand for marine equipment. We also experienced improved demand during this period for our down hole seismic equipment. In order to respond to this increased demand, we made significant additions to our lease pool during fiscal 2012 and we significantly increased our operations in Latin America. The improved demand was seen across most categories of land equipment, including traditional cabled systems, three component recording systems and cable free recording systems.

From time to time, we sell equipment from our lease pool based on specific customer demand or in order to redeploy our capital in other lease pool assets. These transactions tend to occur as opportunities arise and, accordingly, are difficult to predict. Also included in sales of lease pool equipment are charges to leasing customers for lost or destroyed equipment. Lease pool equipment sales increased in fiscal 2013 period due to the sale of certain older equipment in a series of transactions. The gross profit and related gross profit margin from the lease pool equipment sales amounted to approximately \$5.4 million in fiscal 2013, \$4.9 million in fiscal 2012, and \$1.3 million in fiscal 2011. Often, the equipment that is sold from our lease pool has been held by us, and therefore depreciated, for some period of time. Accordingly, the equipment sold may have a relatively low net book value at the time of the sale, resulting in a relatively high gross profit from the transaction. The amount of the gross profit on a particular transaction varies greatly based primarily upon the age of the equipment.

Occasionally, we sell new seismic equipment that we acquire from other manufacturers, and we regularly sell equipment that we produce for use in deploying and retrieving seismic equipment by helicopter. Often, the sales of new seismic equipment are structured with a significant down payment, with the balance financed over a period of time at a market rate of interest. In fiscal 2013 and 2012, essentially all sales of new seismic equipment relate to sales of heli-transport equipment. In fiscal 2011, in addition to sales of heli-transport equipment, we sold a new recording system to a new customer in Europe. The gross profit from new seismic equipment sales amounted to approximately \$627,000 in fiscal 2013, \$886,000 in fiscal 2012, and \$1.7 million in fiscal 2011. The gross profit in fiscal 2011, as a percent of sales, was less than that in fiscal 2013 and 2012 due to the lower gross profit from the sale of the new recording system in that year. SAP regularly sells new hydrographic and oceanographic equipment to customers in Australia and throughout the Pacific Rim. Contributing to the increase in SAP equipment sales during the three-year period ended January 31, 2013 was increased demand from various entities throughout Southeast Asia. The gross profit from the sale of new seismic, hydrographic and oceanographic equipment by SAP amounted to approximately \$1.4 million in fiscal 2013, \$1.6 million in fiscal 2012, and \$916,000 in fiscal 2011.

Lease pool depreciation expense for fiscal 2013 amounted to approximately \$33.6 million, as compared to approximately \$27.7 million in fiscal 2012 and approximately \$21.5 million in fiscal 2011. The increase in depreciation expense in each of the periods resulted from the significant additions to our lease pool of equipment that we have made in recent periods, including approximately \$39.1 million in fiscal 2013 and approximately \$68.8 million in fiscal 2012. We begin to depreciate new equipment when that equipment is first deployed on a rental contract. The equipment is then depreciated on a straight-line basis over its estimated useful life. The useful lives of our assets range from three to seven years. In April 2012, we purchased approximately \$13.8 million of used equipment. The majority of this equipment was not deployed on a contract until January 2013; however, because the equipment was used, we began to depreciate it immediately upon the purchase. At January 31, 2013, lease pool assets with an acquisition cost of approximately \$51.5 million were fully depreciated, yet remained in service. This compares to \$46.1 million at January 31, 2012. These assets, though fully depreciated, are expected to continue to generate revenues through leasing activity.

We recorded direct costs related to seismic leasing for fiscal 2013 in the amount of approximately \$8.2 million as compared to approximately \$8.1 million in fiscal 2012 and approximately \$3.7 million in fiscal 2011. Direct costs typically fluctuate with leasing revenues, as the three main components of direct costs are freight, repairs and sublease expense. Fiscal 2013 and 2012 direct costs-equipment leasing included costs related to the repositioning of equipment to areas of higher demand, specifically Russia and Latin America, and the cost to sub-lease certain equipment in response to specific demand.

**Table of Contents****Seamap**

Revenues and cost of sales for our Seamap segment were as follows:

	Years Ended January 31,		
	2013	2012	2011
	(in thousands)		
Equipment sales	\$ 32,210	\$ 28,703	\$ 22,462
Cost of equipment sales	14,817	12,818	11,209
<b>Gross profit</b>	<b>\$ 17,393</b>	<b>\$ 15,885</b>	<b>\$ 11,253</b>
Gross profit margin	54%	55%	50%

Demand for Seamap's products is generally dependent upon offshore oil and gas exploration activity. A large portion of Seamap's sales consist of large discrete orders, the timing of which is dictated by our customers. This timing generally relates to the availability of a vessel in port so that our equipment can be installed. Accordingly, there can be significant variation in sales from one period to another that does not necessarily indicate a fundamental change in demand for these products. We believe that we have continued to experience relatively strong demand for Seamap's products because operators of marine seismic vessels have been adding newly built vessels to replace older, less efficient vessels and have been upgrading technology on remaining vessels in order to improve operating efficiency. During fiscal 2013, we delivered four GunLink 4000 units and four BuoyLink units, as compared to five and seven units, respectively, in fiscal 2012 and four and seven units, respectively, in fiscal 2011. As we have increased our installed base of GunLink and BuoyLink, as well as other products, we have generated increased revenues from the sale of spare parts, repairs and support services. As of January 31, 2013, Seamap had a backlog of approximately \$2.2 million, as compared to approximately \$13.6 million as of January 31, 2012 and \$8.6 million as of January 31, 2011. We expect that all orders included in backlog as of January 31, 2013 will be completed during fiscal 2014. Based on our experience, we do not believe backlog as of a particular date is necessarily indicative of future results. The gross profit margin from the sales of Seamap equipment was comparable in each of the last three fiscal years, as production levels were approximately the same in each period and our production operations in Singapore remained stable. In each of the last three fiscal years, we have been able to plan production and purchasing activities efficiently due to good visibility of the delivery requirements of our customers.

**Operating Expenses**

General and administrative expenses for fiscal 2013 amounted to approximately \$22.5 million, compared to approximately \$21.4 million and \$16.8 million in fiscal 2012 and 2011, respectively. The increase in each of these years reflects the generally higher level of operations, particularly the cost associated with our expanded operations in Latin America, Singapore and Europe. As a percentage of revenues, general and administrative expenses represented approximately 22%, 19%, and 23% of revenues in each of the three years ended January 31, 2013, respectively. Components of the higher expenses include compensation costs related to increases in headcount, travel costs and professional fees.

During fiscal 2013, we recovered approximately \$428,000 in accounts receivable that had previously been deemed uncollectable. During fiscal 2012 and 2011, we recorded a provision for doubtful accounts, net of recoveries, in the amount of approximately \$615,000 and \$1.8 million, respectively. In fiscal 2012, we provided approximately \$1.7 million for estimated uncollectable accounts and recovered approximately \$1.1 million from amounts that had been previously provided. The majority of these recoveries related to a particular customer who had defaulted on a contract and for which we had foreclosed on and recovered certain equipment. In addition to the value of the recovered equipment, we received a cash distribution from the bankruptcy of that customer and a cash settlement from our insurance carrier. At January 31, 2013 and 2012, we had trade accounts and note receivables over 90 days past due of approximately \$10.2 million and \$13.8 million, respectively. In our industry, and in our experience, it is not unusual for accounts to become delinquent from time to time and this is

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not necessarily indicative of an account becoming uncollectable. As of January 31, 2013 and 2012, our allowance for doubtful accounts receivable amounted to approximately \$3.4 million and \$4.4 million, respectively.

Depreciation and amortization, other than lease pool depreciation, relates primarily to the depreciation of furniture, fixtures and office equipment and the amortization of intangible assets arising from the acquisition of Seamap.

### **Other Income and Expense**

We completed the acquisition of AES on March 1, 2010. The fair value of the assets and liabilities we acquired, as determined by a third-party appraisal, exceeded the total consideration we paid by approximately \$1.3 million. Accordingly, pursuant to the provisions of ASC 805, we recorded a gain from the bargain purchase as of the acquisition date during fiscal 2011. Other income and expense fiscal 2012 includes expense of approximately \$400,000 related to an expected earn-out payment to the former owners of AES. See Note 3 to our consolidated financial statements for additional information.

Interest income reflects amounts earned on invested funds and finance charges related to seismic equipment sold under financing arrangements. Interest expense primarily reflects interest costs arising from borrowings under our revolving line of credit. Interest expense decreased in fiscal 2013 from fiscal 2012 primarily due to a lower interest rate under our revolving credit facility.

Other income and expense relates almost exclusively to net foreign exchange losses and gains, other than as noted above. These gains and losses resulted primarily from transactions of our foreign subsidiaries that are denominated in U.S. dollars. These transactions resulted in net transaction losses of approximately \$389,000 in fiscal 2013 and \$958,000 in fiscal 2011, compared to net transaction gains of approximately \$182,000 in fiscal 2012.

### **Provision for Income Taxes**

Our provision for income taxes in fiscal 2013 is a benefit of approximately \$3.5 million. This benefit results from the settlement with the Canadian Revenue Authority and the Internal Revenue Service regarding our request for competent authority assistance for matters arising from an audit of our Canadian income tax returns for the years ended January 31, 2004, 2005 and 2006. Due to the settlement, we recognized the benefit of certain tax positions and reversed previous estimates of potential penalties and interest. The total estimated benefit arising from the settlement and related matters amounted to approximately \$5.3 million. Without this benefit our provision for income taxes for fiscal 2013 would have been approximately \$1.8 million, which is an effective rate of approximately 13%. This effective rate is less than the U.S. statutory rate for the period of 34% due to the effect of earnings taxed in foreign jurisdiction with lower tax rates and certain permanent differences in certain of those jurisdictions related primarily to the depreciable basis of assets. See Note 11 to our consolidated financial statements for additional information.

Our provision for income taxes in fiscal 2012 amounted to approximately \$10.0 million, which represents an effective tax rate of approximately 29%. The effective tax rate differs from the U.S. statutory rate of 35% for that period primarily due to earnings that are taxed in foreign jurisdictions with lower tax rates.

Our provision for income taxes in fiscal 2011 amounted to approximately \$2.1 million, which represents an effective tax rate of 30%. This rate differs from the U.S. Statutory rate of 34% for this period due primarily to the effect of earnings taxed at lower rates in foreign jurisdictions, offset by estimated penalties and interest related to the potential impact of uncertain tax positions.

### ***Liquidity and Capital Resources***

Our principal source of liquidity and capital over the past three fiscal years has been cash flows provided by operating activities, our revolving credit agreement and, in fiscal 2012, a public offering of common stock. The principal factor that has affected our cash flow from operating activities is the level of oil and gas exploration and development activities as discussed above.



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We believe that our liquidity needs for the next 12 months will be met from cash on hand, cash provided by operating activities and from proceeds of our existing working capital facility, taking into account the possible restrictions on funds from our foreign subsidiaries. However, should our needs for liquidity increase, such as for the purchase of additional lease pool equipment or to make an acquisition, we may seek to issue other debt or equity securities. We have on file with the SEC a shelf registration statement pursuant to which we may issue from time to time up to \$150 million in common stock, warrants, preferred stock, debt securities or any combination thereof under the shelf registration statement. We currently have no plans to issue any such securities.

The following table sets forth selected historical information regarding cash flows from our Consolidated Statements of Cash Flows:

	Years Ended January 31,		
	2013	2012	2011
		(in thousands)	
Net cash provided by operating activities	\$ 44,257	\$ 35,958	\$ 30,137
Net cash used in investing activities	(34,697)	(57,312)	(32,749)
Net cash (used in) provided by financing activities	(9,875)	22,143	10,328
Effect of changes in foreign exchange rates on cash and cash equivalents	178	(149)	801
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(137)</b>	<b>640</b>	<b>8,517</b>

As of January 31, 2013, we had working capital of approximately \$48.4 million and cash and cash equivalents of approximately \$16.0 million, as compared to working capital of approximately \$41.3 million and cash and cash equivalents of approximately \$15.4 million at January 31, 2012. Our working capital increased from January 31, 2012 to January 31, 2013 primarily due to working capital generated by operations and was partially offset by purchases of lease pool equipment.

*Cash Flows From Operating Activities.* Cash flows provided by operating activities amounted to approximately \$44.3 million in fiscal 2013 as compared to approximately \$36.0 million in fiscal 2012 and \$30.1 million in fiscal 2011. In fiscal 2013, the primary sources of cash provided by operating activities were net income of \$17.1 million and non-cash charges, including depreciation and amortization totaling approximately \$34.9 million and stock-based compensation of approximately \$1.6 million. These were offset by non-operating cash items including the gross profit from the sale of lease pool equipment of approximately \$5.4 million and tax related items totaling approximately \$9.5 million. The net change in other current assets and liabilities increased net cash provided by operating activities for fiscal 2013 by approximately \$6.5 million. The most significant item contributing to the increase in net cash provided by operating activities was an increase in trade accounts and contracts receivable of approximately \$13.3 million.

*Cash Flows From Investing Activities.* In fiscal 2013, 2012 and 2011, we acquired approximately \$39.1 million, \$68.8 million and \$31.1 million, respectively, of new lease pool equipment; however, the cash expenditures for these purchases did not all occur within those respective periods. As of January 31, 2013, our accounts payable included approximately \$4.3 million related to lease pool purchases. As of January 31, 2012, the amount in accounts payable related to lease pool purchases was approximately \$9.9 million, while the comparable amount as of January 31, 2011 was approximately \$3.3 million. Accordingly, our Consolidated Statements of Cash Flows for fiscal 2013, 2012 and 2011 indicated purchases of equipment held for lease of approximately \$44.7 million, \$62.1 million and \$32.7 million, respectively. We expect to continue adding to our lease pool of equipment during fiscal 2014, but do not currently believe those additions will be at the same level as fiscal 2013. We currently estimate that lease pool purchase during fiscal 2014 will be between approximately \$23.0 million and \$28.0 million. Cash flows from investing activities for each of fiscal, 2013, 2012 and 2011 reflect proceeds of approximately \$11.4 million, \$6.5 million and \$2.5 million, respectively, from the sale of used lease pool equipment. We generally do not seek to sell our lease pool equipment; however, from time to

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time we will do so in response to particular customer demand. In determining whether or not to sell lease pool equipment, we weigh expected future leasing revenues from that equipment versus the potential proceeds that may be received upon the sale of the equipment. During fiscal 2011, we paid approximately \$2.1 million in cash consideration for the AES acquisition.

*Cash Flows From Financing Activities.* In order to finance our increased purchases of lease pool equipment in fiscal 2012, as discussed above, we issued 2,300,000 shares of our common stock in a public offering. The offering was completed in June 2011 and resulted in net proceeds to us of approximately \$31.0 million. Historically, we generally have financed our purchases of lease pool equipment with cash flow from operations and from proceeds from our revolving credit facility. However, due to the amount and timing of the increased purchases, we determined to raise additional equity capital to finance these purchases. Included within financing activities are net payments on our revolving line of credit of approximately \$8.6 million in fiscal 2013 and \$9.1 million in fiscal 2012. In fiscal 2011, we had net proceeds from borrowings under the line of credit totaling approximately \$6.3 million. The proceeds from these borrowings are used primarily to temporarily finance purchases of new lease pool equipment and for working capital. In fiscal 2011, we entered into a note payable with an equipment supplier in the amount of approximately \$3.6 million in connection with the purchase of certain lease pool equipment. Payments on borrowings in fiscal 2013 and fiscal 2012 primarily represent installment payments made on this obligation and principal payments on notes issued in connection with the acquisition of AES. Financing activities also include the issuance of common stock upon the exercise of stock options. These transactions resulted in cash proceeds of approximately \$329,000, \$2.8 million and \$396,000 in fiscal 2013, 2012 and 2011, respectively. The significant increase in the proceeds from the exercise of stock options in fiscal 2012 was due to an increase in the market price of our common stock during this period.

In connection with the temporary importation of our lease pool equipment into some countries we are required to post import bonds with the customs authorities of that country. These bonds are normally provided by local insurance, surety companies or local banks. In some cases, the party issuing the bond requires that we post collateral to secure our obligations under the bonds. As of April 1, 2013, we have provided stand-by letters of credit totaling approximately \$622,000 and have pledged approximately \$800,000 of bank deposits as security for these type obligations.

In August 2012, we amended our revolving credit facility with First Victoria Bank (the "Bank") as follows:

Increased the amount available for borrowing to \$50 million, from \$35 million, subject to a borrowing base;

Extended the maturity of the facility to August 31, 2015;

Set the interest rate at the prime rate, subject to a floor of 3.25%, which was the prime rate as of August 31, 2012 (the previous rate was the prime rate plus 0.50% with no floor);

Increased the amount of available borrowings which can be used to secure letters of credit to \$10.0 million from \$7.0 million;

Increased the limitation on other allowed debt to \$10.0 million, from \$1.0 million; and

Allows the guaranty of subsidiary debt of up to \$5.0 million without the prior consent of the Bank.

Amounts available for borrowing are determined by a borrowing base. The borrowing base is computed based upon eligible accounts receivable and eligible lease pool assets. Based upon a calculation of the borrowing base as of January 31, 2013, we believe \$50.0 million of borrowings under the amended facility were available to us as of that date, less any outstanding amounts as described below. As of April 1, 2013, we had approximately \$8.0 million outstanding under the facility and \$622,000 of the facility had been reserved to support outstanding letters of credit. Accordingly, we believe approximately \$41.4 million was available for borrowing under the facility as of that date. The revolving credit facility is secured by essentially all of our domestic assets. Interest is payable monthly.



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The credit agreement contains certain financial covenants that require us, among other things, to maintain a maximum debt to shareholders equity ratio, maintain a minimum ratio of current assets to current liabilities ratio and produce quarterly earnings before interest, taxes, depreciation and amortization ( EBITDA ) of not less than a specified amount. We are in compliance with all of these covenants as more fully described as follows:

Description of Financial	Required Amount	Actual as of January 31, 2013 or for period then ended
Covenant		
Ratio of debt to shareholder s equity	Not more than 0.7:1.0	0.02:1.0
Ratio of current assets to current liabilities	Not less than 1.25:1.0	6.10:1.0
Quarterly EBITDA	Not less than \$2.0 million	\$12 million

Under the terms of the revolving credit facility, we may convert any outstanding balances into a series of 48-month notes. We do not currently anticipate utilizing this option, but if we were to do so we would be required to make monthly payments to amortize these notes. As of January 31, 2013, there was \$4.0 million outstanding under this facility. If we were to convert the entire amount into 48-month notes, our required monthly principal payments would be approximately \$83,000. We would also be required to make monthly interest payments on the remaining principal balance at the greater of the then prime rate and 3.25%.

Our average borrowing levels under our revolving credit agreement for fiscal 2013, 2012 and 2011 were approximately \$13.0 million, \$12.2 million and \$15.7 million, respectively.

The following table sets forth estimates of future payments of our consolidated contractual obligations as of January 31, 2013 (in thousands):

Contractual Obligations	Total	Payments Due by Period			
		Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Long-term debt	\$ 4,383	\$ 145	\$ 4,238	\$	\$
Operating leases	4,489	1,700	1,705	876	208
Purchase obligations	3,150	3,150			
Total	\$ 12,022	\$ 4,995	\$ 5,943	\$ 876	\$ 208

Pursuant to our Equipment Agreements with Sercel, we have agreed to make minimum purchases of certain equipment. Should we fail to make these purchases within the time periods specified, Sercel has the right to terminate the agreements. Total remaining agreed purchases under the Equipment Agreements are estimated to be approximately \$12.0 million through December 2014.

At January 31, 2013, we had approximately \$376,000 of non-current income taxes payable related to uncertain tax positions. We are not able to reasonably estimate when, if ever, these obligations will be paid.

We have determined that the undistributed earnings of our foreign subsidiaries, other than our branch operations in Colombia and Peru, have been permanently reinvested outside of the United States. These permanent investments include the purchase of lease pool equipment by those subsidiaries. Accordingly, while there is generally no legal restriction on the distribution of such earnings, we do not expect to have any such earnings available to satisfy obligations in the United States, such as our revolving credit agreement. Should we in the future distribute these earnings to the United States, such distributions could be subject to foreign withholding taxes in certain cases and would likely result in additional federal income tax obligations in the United States. As of January 31, 2013, we had deposits in foreign banks equal to approximately \$15.9 million. Approximately \$7.1 million of these deposits can be distributed to the United States to repay inter-company indebtedness and therefore do not result in any of the adverse tax consequences discussed above.

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In April 2013, our Board of Directors authorized a stock repurchase program whereby we may purchase from time to time up to 1,000,000 shares of our common stock. We are not obligated to make such purchases and intend to do so only if market conditions warrant and if management determines that such purchase will not adversely affect our ability to conduct our business. We expect to finance repurchases of our common stock, if any, from a combination of cash on hand, cash provided by operating activities and proceeds from our revolving credit facility.

### ***Off-Balance Sheet Arrangements***

We do not have any off-balance sheet arrangements as defined by Item 303(a)(4)(ii) of Regulation S-K.

### ***Critical Accounting Policies***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions in determining the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Significant estimates made by us in the accompanying consolidated financial statements relate to the allowances for uncollectible accounts receivable and inventory obsolescence; the useful lives of our lease pool assets and amortizable intangible assets and the impairment assessments of our lease pool and various intangible assets. Other areas where we have made significant estimates include the valuation of stock options, the assessment of the need for a valuation allowance related to deferred tax assets and the assessment of uncertain tax positions.

Critical accounting policies are those that are most important to the portrayal of a company's financial position and results of operations and require management's subjective judgment. Below is a brief discussion of our critical accounting policies.

#### ***Revenue Recognition***

***Leases*** We recognize lease revenue ratably over the term of the lease unless there is a question as to whether it is collectible. We do not enter into leases with embedded maintenance obligations. Under our standard lease, the customer is responsible for maintenance and repairs to the equipment, excluding normal wear and tear. We provide technical advice to our customers as part of our customer service practices. In most situations, our customers pay shipping and handling costs directly to the shipping agents.

***Equipment Sales*** We recognize revenue and cost of goods sold from equipment sales upon agreement of terms and when delivery has occurred, unless there is a question as to its collectability. We occasionally offer extended payment terms on equipment sales transactions. These terms are generally one to two years in duration.

***Long-term project revenue*** From time to time, SAP enters into contracts whereby it assembles and sales certain marine equipment, primarily to governmental entities. Performance under these contracts generally occurs over a period of several months. Revenue and costs related to these contracts are accounted for under the percentage of completion method.

***Service agreements*** Seamap provides on-going support services pursuant to contracts that generally have a term of 12 months. We recognize revenue from these contracts over the term of the contract. In some cases, we will provide support services on a time and material basis. Revenue from these arrangements is recognized as the services are provided. For certain new systems that Seamap sells, we provide support services for up to 12 months at no additional charge. Any amounts attributable to these support obligations are immaterial.

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### *Allowance for Doubtful Accounts*

We make provisions to the allowance for doubtful accounts based on a detailed review of outstanding receivable balances. Factors considered include the age of the receivable, the payment history of the customer, the general financial condition of the customer and any financial or operational leverage we may have in a particular situation. We typically do not charge fees on past due accounts, although we reserve the right to do so in most of our contractual arrangements with our customers. As of January 31, 2013, the average age of our accounts receivable was approximately 78 days.

### *Long-Lived Assets*

We carry our lease pool of equipment and other property and equipment at cost, net of accumulated depreciation, and compute depreciation on the straight-line method over the estimated useful lives of the property and equipment, which range from two to 10 years. Cables are depreciated over two years, geophones over three years, channel boxes over five to seven years and earth vibrators and other heavy equipment are depreciated over a 10-year period. Buildings are depreciated over 30 years, property improvements are amortized over 10 years and leasehold improvements are amortized over the shorter of useful life and the life of the lease. Intangible assets are amortized from three to 15 years.

The estimated useful lives for rental equipment are based on our experience as to the economic useful life of our products. We review and consider industry trends in determining the appropriate useful life for our lease pool equipment, including technological obsolescence, market demand and actual historical useful service life of our lease pool equipment. Additionally, to the extent information is available publicly, we compare our depreciation policies to those of other companies in our industry for reasonableness. When we purchase new equipment for our lease pool, we begin to depreciate it upon its first use and depreciation continues each month until the equipment is fully depreciated, whether or not the equipment is actually in use during that entire time period.

Our policy regarding the removal of assets that are fully depreciated from our books is the following: if an asset is fully depreciated and is still expected to generate revenue, then the asset will remain on our books. However, if a fully depreciated asset is not expected to have any revenue generating capacity, then it is removed from our books.

We carry our amortizable intangible assets at cost, net of accumulated amortization. Amortization is computed on a straight-line method over the estimated life of the asset. Currently, proprietary rights are amortized over a 12.5 to 15-year period, while covenants-not-to-compete are amortized over a three-year period. The basis for the proprietary right lives are generally based upon the results of valuation reports commissioned from third parties. Covenants-not-to-compete are amortized over the term of the contract.

We annually assess our lease pool equipment and intangible assets that are subject to amortization for potential impairment. The assessment determines if, in our opinion, events or changes in circumstances have occurred that would indicate the carrying value of the asset may not be recoverable. Such events or changes in circumstances might include the following:

A significant decrease in the market price of the asset;

A significant adverse change in the extent or manner in which the asset, or group of assets, is being used or in its physical condition;

A significant adverse change in legal factors or in the business climate that could affect the value of the asset;

A current period operating or cash flow loss, a history of operating or cash flow losses or a projection of continuing losses associated with the use of the asset; and

A current expectation that it is more likely than not that the asset, or group of assets, will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.



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If there is an indication of possible impairment, we test the asset, or group of assets, for recoverability. Recoverability is determined by comparing the estimated future undiscounted cash flows to be generated by the assets or group of assets to their carrying value. As of January 31, 2013, we determined that there was no indication of impairment of our long-lived assets, including our lease pool of equipment and intangible assets that are subject to amortization. See Item 1A Risk Factors.

### *Goodwill*

All of our goodwill and other intangible assets relate to our Seemap segment and we have determined that our Seemap segment is the reporting unit for purposes of impairment testing.

In the fourth quarter of fiscal 2012, we elected to adopt ASU 2011-08, *Intangibles-Goodwill and Other-Topic 350: Testing for Impairment*. ASU 2011-08 amends the guidance in FASB Accounting Standards Codification Topic ( ASC ) 350-20, *Intangibles-Goodwill and Other-Goodwill*. Accordingly, as of January 31, 2013, we assessed various qualitative factors to determine if it were more likely than not that fair value of the reporting unit is less than its carrying value, including goodwill. Among the qualitative factors we considered were the following:

Macroeconomic conditions have been generally stable, or improving, over the past 24 months;

Industry and market conditions within the oil field service industry, in general, and the seismic industry, in particular, have improved over the past 24 months. This is evidenced by our overall improved financial results, improved financial results for many of our customers and suppliers and increased backlogs reported by many of our customers;

The financial performance of the Seemap segment in fiscal 2013 improved over fiscal 2012;

In fiscal 2013, the Seemap segment had revenues of approximately \$32.2 million and income before taxes of approximately \$10.8 million;

In fiscal 2012, the Seemap segment had revenues of approximately \$28.7 million and income before taxes of approximately \$10.2 million;

There have been no material events specific to the Seemap segment, such as the loss of a major customer, change in management or litigation;

There has been no material change in the composition or value of the Seemap segment's assets or of its product lines; and

The segment has not experienced a material increase in cost for raw materials, labor or other items utilized in the business. Based on the above factors we concluded that, as of January 31, 2013, there was no impairment of goodwill.

### *Income Taxes*

Deferred tax assets and liabilities are determined based on temporary differences between income and expenses reported for financial reporting and tax reporting. We have assessed, using all available positive and negative evidence, the likelihood that the deferred tax assets will be recovered from future taxable income.



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The weight we give to the potential effect of negative and positive evidence should be commensurate with the extent to which it can be objectively verified. The more negative evidence that exists (i) the more positive evidence is necessary and (ii) the more difficult it is to support a conclusion that a valuation allowance is not needed for some portion, or all, of the deferred tax asset. Among the more significant types of evidence that we consider are:

taxable income projections in future years;

whether the carry forward period is so brief that it would limit realization of tax benefits;

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future sales and operating cost projections that will produce more than enough taxable income to realize the deferred tax asset based on existing sales prices and cost structures; and

our earnings history exclusive of the loss that created the future deductible amount coupled with evidence indicating that the loss is an aberration rather than a continuing condition.

In determining the valuation allowance, we consider the following positive indicators:

the current level of worldwide oil and gas exploration activities resulting from historically high prices for oil and natural gas;

increasing world demand for oil;

our recent history of profitable operations in various jurisdictions;

our anticipated positive income in various jurisdictions; and

our existing customer relationships.

We also considered the following negative indicators:

the risk of the world oil supply increasing, thereby depressing the price of oil and natural gas;

the risk of decreased global demand for oil; and

the potential for increased competition in the seismic equipment leasing and sales business.

Based on our evaluation of the evidence, as of January 31, 2013 and 2012, we did not provide a valuation allowance against our deferred tax assets.

We evaluate tax positions taken through a two-step process. In the first step, we determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the enterprise should presume that the position will be examined by the appropriate taxing authority that would have full knowledge of all relevant information. In the second step, a tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. Differences between tax positions taken in a tax return and amounts recognized in the financial statements will generally result in (1) an increase in a liability for income taxes payable or (2) a reduction of an income tax refund receivable or a reduction in a deferred tax asset or an increase in a deferred tax liability or both (1) and (2). The evaluation of tax positions and the measurement of the related benefit require significant judgment on the part of management.

### *Stock-Based Compensation*

Stock Based compensation expense is recorded based on the grant date fair value of share-based awards. Determining the grant date fair value requires management to make estimates regarding the variables used in the calculation of the grant date fair value. Those variables are the future volatility of our common stock price, the length of time an optionee will hold their options until exercising them (the expected term), and the

number of options or shares that will be forfeited before they are exercised (the forfeiture rate ). We utilize various mathematical models in calculating the variables. Share-based compensation expense could be different if we used different models to calculate the variables.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

***Market Risk***

We are exposed to market risk, which is the potential loss arising from adverse changes in market prices and rates. We have not entered, nor do we intend to enter, into derivative financial instruments for hedging or speculative purposes.

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Hypothetical changes in interest rates and foreign currency exchange rates chosen for the following estimated sensitivity analysis are considered to be reasonable near-term changes generally based on consideration of past fluctuations for each risk category. However, since it is not possible to accurately predict future changes in interest rate and foreign currency exchange rates, these hypothetical changes may not necessarily be an indicator of probable future fluctuations.

### ***Foreign Currency Risk***

We operate in a number of foreign locations, which gives rise to risk from changes in foreign currency exchange rates. To the extent possible, we attempt to denominate our transactions in foreign locations in U.S. dollars. For those cases in which transactions are not denominated in U.S. dollars, we are exposed to risk from changes in exchange rates to the extent that non-U.S. dollar revenues exceed non-U.S. dollar expenses related to those operations. Our non-U.S. dollar transactions are denominated primarily in British pounds sterling, Russian rubles, Canadian dollars, Australian dollars and Singapore dollars. As a result of these transactions, we generally hold cash balances that are denominated in these foreign currencies. At January 31, 2013, our consolidated cash and cash equivalents included foreign currency denominated amounts equivalent to approximately \$6.9 million in U.S. dollars. A 10% increase in the U.S. dollar as compared to each of these currencies would result in a loss of approximately \$690,000 in the U.S. dollar value of these deposits, while a 10% decrease would result in an equal amount of gain. We do not currently hold or issue foreign exchange contracts or other derivative instruments to hedge these exposures.

Some of our foreign operations are conducted through wholly owned foreign subsidiaries that have functional currencies other than the U.S. dollar. We currently have subsidiaries whose functional currencies are the Canadian dollar, British pound sterling, Russian ruble, Australian dollar and the Singapore dollar. Assets and liabilities from these subsidiaries are translated into U.S. dollars at the exchange rate in effect at each balance sheet date. The resulting translation gains or losses are reflected as Accumulated Other Comprehensive Income in the Shareholders Equity section of our Consolidated Balance Sheets. Approximately 74% of our net assets were impacted by changes in foreign currencies in relation to the U.S. dollar. During fiscal 2013, the U.S. dollar generally decreased in value versus the above currencies. As a result of this decline, we have recognized an increase of approximately \$977,000 in Accumulated Other Comprehensive Income, primarily related to changes in the relative exchange rate of the U.S. dollar against the Canadian dollar, British pound sterling, Euro and, including intercompany transactions the Australian dollar.

Our subsidiaries with functional currencies other than the U.S. dollar often enter into transactions that are denominated in U.S. dollars, including inter-company transactions. These transactions can result in foreign exchange gains or losses to our subsidiaries that are in turn included in our consolidated results of operations. These transactions resulted in net transaction losses of approximately \$389,000 in fiscal 2013 and \$1.0 million in fiscal 2011 and a net transaction gain of approximately \$182,000 in fiscal 2012.

### ***Interest Rate Risk***

As of January 31, 2013, there was approximately \$4.0 million outstanding under our revolving credit agreement. This agreement contains a floating interest rate based on the greater of the prime rate, which was 3.25% as of January 31, 2013. Assuming the outstanding balance remains unchanged, a change of 100 basis points in the prime rate would result in an increase in annual interest expense of approximately \$40,000. We have not entered into interest rate hedging arrangements in the past, and have no plans to do so. Do to fluctuating balances in the amount outstanding under this debt agreement we do not believe such arrangements to be cost effective.

### ***Item 8. Financial Statements and Supplementary Data***

The information required by this Item appears beginning on page F-1 and is incorporated herein by reference.

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### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There have been no changes in or disagreements on any matters of accounting principles or financial statement disclosure between us and our independent registered public accountants.

### **Item 9A. Controls and Procedures**

#### ***Evaluation of Disclosure Controls and Procedures***

As required by Rule 13a-15(b) under the Exchange Act, we have evaluated, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Form 10-K. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Our principal executive officer and principal financial officer have concluded that our current disclosure controls and procedures were effective as of January 31, 2013 at the reasonable assurance level.

#### ***Management's Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Rule 13a-15(c) under the Exchange Act, our management, including our principal executive officer and principal financial officer, assessed the effectiveness of our internal control over financial reporting as of January 31, 2013. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control Integrated Framework*. Based on this assessment, our management, including our principal executive officer and principal financial officer, concluded that, as of January 31, 2013, our internal control over financial reporting was effective based on those criteria.

Hein & Associates LLP, the independent registered public accounting firm who audited our consolidated financial statements included in this Form 10-K, has issued a report on our internal control over financial reporting, which appears on page F-3 and is incorporated herein by reference.

#### ***Changes in Internal Control over Financial Reporting***

There was no change in our system of internal control over financial reporting during the quarter ended January 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

None.

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**PART III**

**Item 10. *Directors, Executive Officers and Corporate Governance***

Pursuant to General Instruction G to Form 10-K, we incorporate by reference into this Item the information to be disclosed in our definitive proxy statement for our 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2013.

We have adopted a Code of Business Conduct and Ethics, which covers a wide range of business practices and procedures. The Code of Business Conduct and Ethics represents the code of ethics applicable to our principal executive officer, principal financial officer, and principal accounting officer or controller and persons performing similar functions ( senior financial officers ). A copy of the Code of Business Conduct and Ethics is available on our website, <http://www.mitchamindustries.com>, and a copy will be mailed without charge, upon written request, to Mitcham Industries, Inc., P.O. Box 1175, Huntsville, Texas, 77342-1175, Attention: Robert P. Capps. We intend to disclose any amendments to or waivers of the Code of Business Conduct and Ethics on behalf of our senior financial officers on our website, at <http://www.mitchamindustries.com> promptly following the date of the amendment or waiver.

**Item 11. *Executive Compensation***

Pursuant to General Instruction G to Form 10-K, we incorporate by reference into this Item the information to be disclosed in our definitive proxy statement for our 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2013.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Pursuant to General Instruction G to Form 10-K, we incorporate by reference into this Item the information to be disclosed in our definitive proxy statement for our 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2013.

**Item 13. *Certain Relationships and Related Transactions and Director Independence***

Pursuant to General Instruction G to Form 10-K, we incorporate by reference into this Item the information to be disclosed in our definitive proxy statement for our 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2013.

**Item 14. *Principal Accounting Fees and Services***

Pursuant to General Instruction G to Form 10-K, we incorporate by reference into this Item the information to be disclosed in our definitive proxy statement for our 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2013.

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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) *List of Documents Filed*

(1) *Financial Statements*

The financial statements filed as part of this Form 10-K are listed in Index to Consolidated Financial Statements on page F-1.

(2) *Financial Statement Schedules*

Schedule II Valuation and Qualifying Accounts.

(3) *Exhibits*

The exhibits required by Item 601 of Regulation S-K are listed in subparagraph (b) below.

(b) *Exhibits*

The exhibits required to be filed pursuant to the requirements of Item 601 of Regulation S-K are set forth in the Exhibit Index accompanying this Form 10-K and are incorporated herein by reference.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 4<sup>th</sup> day of April 2013.

MITCHAM INDUSTRIES, INC.

By: /s/ Billy F. Mitcham, Jr.  
 Billy F. Mitcham, Jr.,  
*President and Chief Executive Officer*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title/Capacity</b>	<b>Date</b>
/s/ BILLY F. MITCHAM, JR.  Billy F. Mitcham, Jr.	President, Chief Executive Officer and Director  <i>(Principal Executive Officer)</i>	April 4, 2013
/s/ ROBERT P. CAPPS  Robert P. Capps	Executive Vice President Finance,  Chief Financial Officer and Director  <i>(Principal Financial Officer and Principal Accounting Officer)</i>	April 4, 2013
/s/ PETER H. BLUM  Peter H. Blum	Non-Executive Chairman of the Board of Directors	April 4, 2013
/s/ ROBERT J. ALBERS  Robert J. Albers	Director	April 4, 2013
/s/ JOHN F. SCHWALBE  John F. Schwalbe	Director	April 4, 2013
/s/ RANDAL DEAN LEWIS  Randal Dean Lewis	Director	April 4, 2013



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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Mitcham Industries, Inc.

Huntsville, Texas

We have audited the accompanying consolidated balance sheets of Mitcham Industries, Inc. and subsidiaries as of January 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended January 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Mitcham Industries, Inc. and subsidiaries as of January 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended January 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Mitcham Industries, Inc. and subsidiaries' internal control over financial reporting as of January 31, 2013, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated April 4, 2013 expressed an unqualified opinion on the effectiveness of Mitcham Industries, Inc.'s internal control over financial reporting.

Hein & Associates LLP

Houston, Texas

April 4, 2013

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Mitcham Industries, Inc.

Huntsville, Texas

We have audited Mitcham Industries, Inc. and subsidiaries' internal control over financial reporting as of January 31, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Mitcham Industries, Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Mitcham Industries, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of January 31, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Mitcham Industries, Inc. and subsidiaries and the related consolidated statements of income, changes in shareholders' equity and comprehensive income and cash flows for each of the three years in the period ended January 31, 2013, and our report dated April 4, 2013 expressed an unqualified opinion.

Hein & Associates LLP

Houston, Texas

April 4, 2013

**Table of Contents****MITCHAM INDUSTRIES, INC.****CONSOLIDATED BALANCE SHEETS****(In thousands, except per share data)**

	January 31,	
	2013	2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 15,150	\$ 15,287
Restricted cash	801	98
Accounts receivable, net of allowance for doubtful accounts of \$3,374 and \$4,391 at January 31, 2013 and 2012, respectively	23,131	35,788
Current portion of contracts and notes receivable	2,096	2,273
Inventories, net	6,188	6,708
Prepaid income taxes	5,591	
Deferred tax asset	1,842	2,594
Prepaid expenses and other current assets	3,079	2,530
<b>Total current assets</b>	<b>57,878</b>	<b>65,278</b>
Seismic equipment lease pool and property and equipment, net	119,608	120,377
Intangible assets, net	3,989	4,696
Goodwill	4,320	4,320
Prepaid foreign income tax		3,519
Deferred tax asset	4,296	
Other assets	316	39
<b>Total assets</b>	<b>\$ 190,407</b>	<b>\$ 198,229</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 6,921	\$ 13,037
Current maturities long-term debt	145	1,399
Income taxes payable		2,419
Deferred revenue	539	543
Accrued expenses and other current liabilities	1,875	6,583
<b>Total current liabilities</b>	<b>9,480</b>	<b>23,981</b>
Non-current income taxes payable	376	5,435
Deferred tax liability		595
Long-term debt, net of current maturities	4,238	12,784
<b>Total liabilities</b>	<b>14,094</b>	<b>42,795</b>
Commitments and contingencies (Note 12, 16 and 17)		
Shareholders' equity:		
Preferred stock, \$1.00 par value; 1,000 shares authorized; none issued and outstanding		
Common stock \$.01 par value; 20,000 shares authorized; 13,763 and 13,556 shares issued at January 31, 2013 and January 31, 2012, respectively	138	136
Additional paid-in capital	116,506	113,654
Treasury stock, at cost (926 and 925 shares at January 31, 2013 and 2012, respectively)	(4,860)	(4,857)
Retained earnings	56,348	39,297
Accumulated other comprehensive income	8,181	7,204

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Total shareholders' equity	176,313	155,434
Total liabilities and shareholders' equity	\$ 190,407	\$ 198,229

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****MITCHAM INDUSTRIES, INC.****CONSOLIDATED STATEMENTS OF INCOME****(In thousands, except per share data)**

	Years Ended January 31,		
	2013	2012	2011
<b>Revenues:</b>			
Equipment leasing	\$ 54,592	\$ 70,137	\$ 36,825
Lease pool equipment sales	11,412	6,503	2,470
Seamap equipment sales	31,169	28,406	21,345
Other equipment sales	7,512	7,788	10,723
<b>Total revenues</b>	<b>104,685</b>	<b>112,834</b>	<b>71,363</b>
<b>Cost of sales:</b>			
Direct costs - equipment leasing	7,963	8,059	3,739
Direct costs - lease pool depreciation	33,405	27,400	21,354
Cost of lease pool equipment sales	6,043	1,580	1,130
Cost of Seamap and other equipment sales	19,861	18,043	18,498
<b>Total cost of sales</b>	<b>67,272</b>	<b>55,082</b>	<b>44,721</b>
<b>Gross profit</b>	<b>37,413</b>	<b>57,752</b>	<b>26,642</b>
<b>Operating expenses:</b>			
General and administrative	22,539	21,354	16,755
(Recovery of) provision for doubtful accounts	(428)	615	1,795
Depreciation and amortization	1,400	1,239	1,171
<b>Total operating expenses</b>	<b>23,511</b>	<b>23,208</b>	<b>19,721</b>
<b>Operating income</b>	<b>13,902</b>	<b>34,544</b>	<b>6,921</b>
<b>Other income (expense):</b>			
Gain from bargain purchase in business combination			1,304
Interest income	544	344	283
Interest expense	(533)	(740)	(756)
Other, net	(389)	182	(958)
<b>Total other expense</b>	<b>(378)</b>	<b>(214)</b>	<b>(127)</b>
<b>Income before income taxes</b>	<b>13,524</b>	<b>34,330</b>	<b>6,794</b>
<b>Benefit (provision) for income taxes</b>	<b>3,527</b>	<b>(10,009)</b>	<b>(2,065)</b>
<b>Net income</b>	<b>\$ 17,051</b>	<b>\$ 24,321</b>	<b>\$ 4,729</b>
<b>Net income per common share:</b>			
Basic	\$ 1.34	\$ 2.13	\$ 0.48
Diluted	\$ 1.29	\$ 2.02	\$ 0.46

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Shares used in computing income per common share:

Basic	12,715	11,432	9,870
Diluted	13,242	12,069	10,181

The accompanying notes are an integral part of these consolidated financial statements.

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**MITCHAM INDUSTRIES, INC.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(in thousands)**

	<b>Years Ended January 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Net income	\$ 17,051	\$ 24,321	\$ 4,729
Change in cumulative translation adjustment	977	150	3,356
Comprehensive income	\$ 18,028	\$ 24,471	\$ 8,085

The accompanying notes are an integral part of these consolidated financial statements.



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## MITCHAM INDUSTRIES, INC.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands)

	Common Stock		Years Ended January 31, 2011, 2012 and 2013				Accumulated Other Comprehensive Income	Total
			Additional Paid-In Capital	Treasury Stock	Retained Earnings			
	Shares	Amount						
<b>Balances, January 31, 2010</b>	<b>10,737</b>	<b>\$ 107</b>	<b>\$ 75,746</b>	<b>\$ (4,843)</b>	<b>\$ 10,247</b>	<b>\$ 3,698</b>	<b>\$ 84,955</b>	
Net income					4,729		4,729	
Foreign currency translation						3,356	3,356	
Issuance of common stock upon exercise of options	77	1	395				396	
Restricted stock issued	58	1	184				185	
Tax expense from exercise of stock options and vesting of restricted stock			(5)				(5)	
Stock-based compensation			1,099				1,099	
<b>Balances, January 31, 2011</b>	<b>10,872</b>	<b>109</b>	<b>77,419</b>	<b>(4,843)</b>	<b>14,976</b>	<b>7,054</b>	<b>94,715</b>	
Net income					24,321		24,321	
Foreign currency translation						150	150	
Issuance of common stock upon exercise of options	344	3	2,819				2,822	
Stock offering	2,300	23	31,005				31,028	
Restricted stock issued	40	1	302				303	
Restricted stock forfeited for taxes				(14)			(14)	
Tax expense from exercise of stock options and vesting of restricted stock			778				778	
Stock-based compensation			1,331				1,331	
<b>Balances, January 31, 2012</b>	<b>13,556</b>	<b>136</b>	<b>113,654</b>	<b>(4,857)</b>	<b>39,297</b>	<b>7,204</b>	<b>155,434</b>	
Net income					17,051		17,051	
Foreign currency translation						977	977	
Issuance of common stock upon exercise of options	158	2	330				332	
Restricted stock issued	49		516				516	
Restricted stock forfeited for taxes				(3)			(3)	
Tax expense from exercise of stock options and vesting of restricted stock			420				420	
Stock-based compensation			1,586				1,586	
<b>Balances, January 31, 2013</b>	<b>13,763</b>	<b>\$ 138</b>	<b>\$ 116,506</b>	<b>\$ (4,860)</b>	<b>\$ 56,348</b>	<b>\$ 8,181</b>	<b>\$ 176,313</b>	

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****MITCHAM INDUSTRIES, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)**

	Years Ended January 31,		
	2013	2012	2011
<b>Cash flows from operating activities:</b>			
Net income	\$ 17,051	\$ 24,321	\$ 4,729
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation and amortization	34,939	28,774	22,717
Stock-based compensation	1,586	1,331	1,099
Provision for doubtful accounts, net of charge offs	(636)	1,709	1,795
Gain from bargain purchase in business combination			(1,304)
Provision for inventory obsolescence	163	173	94
Gross profit from sale of lease pool equipment	(5,369)	(4,923)	(1,340)
Excess tax expense (benefit) from exercise of non-qualified stock options and restricted shares	(420)	(778)	5
Deferred tax benefit	(4,450)	(285)	(230)
Changes in non-current income taxes payable	(5,059)	597	224
<b>Changes in:</b>			
Trade accounts and contracts receivable	13,331	(16,687)	(2,019)
Inventories	718	(2,614)	727
Income taxes payable and receivable	(6,718)	2,532	1,001
Contract revenues in excess of billings			573
Prepaid foreign income tax	3,519	(440)	(318)
Accounts payable, accrued expenses and other current liabilities	(4,091)	2,683	1,964
Prepays and other, net	(307)	(435)	420
<b>Net cash provided by operating activities</b>	<b>44,257</b>	<b>35,958</b>	<b>30,137</b>
<b>Cash flows from investing activities:</b>			
Purchases of seismic equipment held for lease	(44,694)	(62,142)	(32,736)
Purchases of property and equipment	(965)	(1,525)	(383)
Sales of used lease pool equipment	11,412	6,503	2,470
Acquisition of AES, net of cash acquired			(2,100)
Payment for earn-out provision	(450)	(148)	
<b>Net cash used in investing activities</b>	<b>(34,697)</b>	<b>(57,312)</b>	<b>(32,749)</b>
<b>Cash flows from financing activities:</b>			
Net (payments on) proceeds from revolving line of credit	(8,550)	(9,100)	6,300
Proceeds from equipment notes	147	37	3,672
Payments on borrowings	(1,532)	(3,308)	(719)
Net purchases of short-term investment	(689)	(101)	684
Proceeds from issuance of common stock upon exercise of options	329	2,809	396
Net proceeds from public offering of common stock		31,028	
Excess tax benefit (expense) from exercise of non-qualified stock options	420	778	(5)
<b>Net cash (used in) provided by financing activities</b>	<b>(9,875)</b>	<b>22,143</b>	<b>10,328</b>
Effect of changes in foreign exchange rates on cash and cash equivalents	178	(149)	801
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(137)</b>	<b>640</b>	<b>8,517</b>
Cash and cash equivalents, beginning of year	15,287	14,647	6,130

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Cash and cash equivalents, end of year	\$ 15,150	\$ 15,287	\$ 14,647
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The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements****1. Organization and Summary of Significant Accounting Policies**

*Organization* Mitcham Industries, Inc., a Texas corporation (the Company), was incorporated in 1987. The Company, through its wholly owned Canadian subsidiary, Mitcham Canada, ULC (MCL), its wholly owned Russian subsidiary, Mitcham Seismic Eurasia LLC (MSE), its wholly owned Hungarian subsidiary, Mitcham Europe Ltd. (MEL), its wholly owned Singaporean subsidiary Mitcham Marine Leasing Pte. Ltd. (MML), and its branch operations in Colombia and Peru, provides full-service equipment leasing, sales and service to the seismic industry worldwide. The Company, through its wholly owned Australian subsidiary, Seismic Asia Pacific Pty Ltd. (SAP), provides seismic, oceanographic and hydrographic leasing and sales worldwide, primarily in Southeast Asia and Australia. The Company, through its wholly owned subsidiary, Seamap International Holdings Pte, Ltd. (Seamap), designs, manufactures and sells a broad range of proprietary products for the seismic, hydrographic and offshore industries with product sales and support facilities based in Singapore and the United Kingdom. All intercompany transactions and balances have been eliminated in consolidation.

*Revenue Recognition of Leasing Arrangements* The Company leases various types of seismic equipment to seismic data acquisition companies. All leases at January 31, 2013 and 2012 are for one year or less. Lease revenue is recognized ratably over the term of the lease. The Company does not enter into leases with embedded maintenance obligations. The standard lease provides that the lessee is responsible for maintenance and repairs to the equipment, excluding normal wear and tear. The Company provides technical advice to its customers without additional compensation as part of its customer service practices. Repairs or maintenance performed by the Company is charged to the lessee, generally on a time and materials basis.

*Revenue Recognition of Equipment Sales* Revenues and cost of goods sold from the sale of equipment is recognized upon acceptance of terms and when delivery has occurred, unless there is a question as to its collectability. In cases where the equipment sold is manufactured by others, the Company reports revenues at gross amounts billed to customers because the Company (a) is the obligor in the sales arrangement; (b) has full latitude in pricing the product for sale; (c) has general inventory risk should there be a problem with the equipment being sold to the customer or if the customer does not complete payment for the items purchased; (d) has discretion in supplier selection if the equipment ordered is not unique to one manufacturer; and (e) assumes credit risk for the equipment sold to its customers.

*Revenue Recognition of Long-term Projects* From time to time, SAP enters into contracts whereby it assembles and sells certain marine equipment, primarily to governmental entities. Performance under these contracts generally occurs over a period of several months. Revenue and costs related to these contracts are accounted for under the percentage of completion method, based on estimated physical completion.

*Revenue Recognition of Service Agreements* Seamap provides on-going support services pursuant to contracts that generally have a term of 12 months. The Company recognizes revenue from these contracts over the term of the contract. In some cases, the Company will provide support services on a time and material basis. Revenue from these arrangements is recognized as the services are provided. For certain new systems that Seamap sells, the Company provides support services for up to 12 months at no additional charge. Any amounts attributable to these support obligations are immaterial.

*Contracts receivable* In connection with the sale of seismic equipment, the Company will, from time to time, accept a contract receivable as partial consideration. These contracts bear interest at a market rate and generally have terms of less than two years and are collateralized by a security interest in the equipment sold. Interest income on contracts receivable is recognized as earned, unless there is a question as to collectability in which case it is recognized when received.

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**Mitcham Industries, Inc.**

**Notes to Consolidated Financial Statements continued**

*Allowance for doubtful accounts* Trade receivables are uncollateralized customer obligations due under normal trade terms. The carrying amount of trade receivables and contracts receivable is reduced by a valuation allowance that reflects management's estimate of the amounts that will not be collected, based on the age of the receivable, payment history of the customer, general financial condition of the customer and any financial or operational leverage the Company may have in a particular situation. Amounts are written-off when collection is deemed unlikely. Past due amounts are determined based on contractual terms.

*Cash and Cash Equivalents* The Company considers all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash equivalents.

*Short-term Investments* The Company considers all highly liquid investments with an original maturity greater than three months, but less than twelve months, to be short-term investments.

*Inventories* Inventories are stated at the lower of average cost (which approximates first-in, first-out) or market. An allowance for obsolescence is maintained to reduce the carrying value of any materials or parts that may become obsolete. Inventories are periodically monitored to ensure that the allowance for obsolescence covers any obsolete items.

*Seismic Equipment Lease Pool* Seismic equipment held for lease consists primarily of recording channels and peripheral equipment and is carried at cost, net of accumulated depreciation. Depreciation is computed on the straight-line method over the estimated useful lives of the equipment, which are five to seven years for channel boxes and two to ten years for other peripheral equipment. As this equipment is subject to technological obsolescence and wear and tear, no salvage value is assigned to it. The Company continues to lease seismic equipment after it has been fully depreciated if it remains in acceptable condition and meets acceptable technical standards. This fully depreciated equipment remains in fixed assets on the Company's books. The Company removes from its books the cost and accumulated depreciation of fully depreciated assets that are not expected to generate future revenues.

*Property and Equipment* Property and equipment is carried at cost, net of accumulated depreciation. Depreciation is computed on the straight-line method over their related estimated useful lives. The estimated useful lives of equipment range from three to seven years. Buildings are depreciated over 30 years and property improvements are amortized over 10 years. Leasehold improvements are amortized over the shorter of the realized estimated useful life or the life of the respective leases. No salvage value is assigned to property and equipment.

*Intangible Assets* Intangible assets are carried at cost, net of accumulated amortization. Amortization is computed on the straight-line method over the estimated life of the asset. Covenants-not-to-compete are amortized over a three-year period. Proprietary rights are amortized over a 12.5 to 15-year period.

*Impairment* The Company's long-lived assets are measured at the lower of carrying amount or fair value less cost to sell. The Company reviews its long-lived assets, including its amortizable intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. In reviewing for impairment, the carrying value of such assets is compared to the estimated undiscounted future cash flows expected from the use of the assets and their eventual disposition. If such cash flows are not sufficient to support the asset's recorded value, an impairment charge is recognized to reduce the carrying value of the long-lived asset to its estimated fair value. The determination of future cash flows as well as the estimated fair value of long-lived assets involves significant estimates on the part of management. The Company performs an impairment test on goodwill on an annual basis. No impairment charges related to long-lived assets or goodwill were recorded during the fiscal years ended January 31, 2013, 2012 or 2011.

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**Mitcham Industries, Inc.**

**Notes to Consolidated Financial Statements continued**

*Product Warranties* Seemap provides its customers warranties against defects in materials and workmanship generally for a period of three months after delivery of the product. The Company maintains an accrual for potential warranty costs based on historical warranty claims. For the fiscal years ended January 31, 2013, 2012 and 2011, warranty expense amounted to approximately \$61,000, \$3,000, and \$70,000, respectively.

*Income Taxes* The Company accounts for income taxes under the liability method, whereby the Company recognizes, on a current and long-term basis, deferred tax assets and liabilities which represent differences between the financial and income tax reporting bases of its assets and liabilities. Deferred tax assets and liabilities are determined based on temporary differences between income and expenses reported for financial reporting and tax reporting. The Company has assessed, using all available positive and negative evidence, the likelihood that the deferred tax assets will be recovered from future taxable income.

The weight given to the potential effect of negative and positive evidence is commensurate with the extent to which it can be objectively verified. The preponderance of negative or positive evidence supports a conclusion regarding the need for a valuation allowance for some portion of, or all of, the deferred tax asset. The more significant types of evidence considered include the following:

taxable income projections in future years;

whether the carry forward period is so brief that it would limit realization of tax benefits;

future sales and operating cost projections that will produce more than enough taxable income to realize the deferred tax asset based on existing sales prices and cost structures; and

earnings history exclusive of the loss that created the future deductible amount coupled with evidence indicating that the loss is an aberration rather than a continuing condition.

*Use of Estimates* The preparation of the Company's consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company's management to make estimates and assumptions that affect the amounts reported in these consolidated financial statements and accompanying notes. Estimates are used for, but not limited to the allowance for doubtful accounts, lease pool valuations, valuation allowance on deferred tax assets, the evaluation of uncertain tax positions, estimated depreciable lives of fixed assets and intangible assets, impairment of fixed assets and intangible assets and the valuation of stock options. Future events and their effects cannot be perceived with certainty. Accordingly, these accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of the consolidated financial statements will change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. Actual results could differ from these estimates.

Substantial judgment is necessary in the determination of the appropriate levels for the Company's allowance for doubtful accounts because of the extended payment terms the Company often offers to its customers and the limited financial wherewithal of certain of these customers. As a result, the Company's allowance for doubtful accounts could change in the future, and such change could be material to the financial statements taken as a whole. The Company must also make substantial judgments regarding the valuation allowance on deferred tax assets.

*Fair Value of Financial Instruments* The Company's financial instruments consist of trade receivables, contracts receivable and accounts payable. Due to the short maturities of these financial instruments, the Company believes that their fair value approximates their carrying amounts.

*Foreign Currency Translation* All balance sheet accounts of the Canadian, Australian, Singaporean, Hungarian, United Kingdom and Russian subsidiaries and our branch operations in Colombia and Peru have been



**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

translated at the current exchange rate as of the end of the accounting period. Statements of operations items have been translated at average currency exchange rates. The resulting translation adjustment is recorded as a separate component of comprehensive income within shareholders equity.

**Stock-Based Compensation** Stock Based compensation expense is recorded based on the grant date fair value of share-based awards. Determining the grant date fair value requires management to make estimates regarding the variables used in the calculation of the grant date fair value. Those variables are the future volatility of our common stock price, the length of time an optionee will hold their options until exercising them (the expected term), and the number of options or shares that will be forfeited before they are exercised (the forfeiture rate). We utilize various mathematical models in calculating the variables. Share-based compensation expense could be different if we used different models to calculate the variables.

**Earnings Per Share** Net income per basic common share is computed using the weighted average number of common shares outstanding during the period. Net income per diluted common share is computed using the weighted average number of common shares and potential common shares outstanding during the period. Potential common shares result from the assumed exercise of outstanding common stock options having a dilutive effect using the treasury stock method, from unvested shares of restricted stock using the treasury stock method and from outstanding common stock warrants. For the fiscal years ended January 31, 2013, 2012 and 2011, the following table sets forth the number of dilutive shares that may be issued pursuant to options, restricted stock and warrants outstanding used in the per share calculations.

	Years Ended January 31,		
	2013	2012	2011
	(in thousands)		
Stock options	505	618	299
Restricted stock	22	19	12
<b>Total dilutive shares</b>	<b>527</b>	<b>637</b>	<b>311</b>

Anti-dilutive weighted shares of potential common stock of 296,000, 339,000 and 726,000 for the fiscal years ended January 31, 2013, 2012 and 2011, respectively, have been excluded from the effect of dilutive shares.

**2. New Accounting Pronouncements**

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement-Topic 820: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards*, to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances disclosure requirements, particularly for Level 3 fair value measurements. ASU 2011-04 was effective during the fiscal year ended January 31, 2013 and is applied prospectively. The adoption of ASU 2011-04 did not have a material effect on the Company's financial statements.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income-Topic 220: Presentation of Comprehensive Income*, to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to



**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

present the components of other comprehensive income as part of the statement of equity. This update does not change what items are reported in other comprehensive income or the requirement to report reclassification of items from other comprehensive income to net income. ASU 2011-05 was effective during the fiscal year ended January 31, 2013, though earlier adoption was permitted. The update was applied retrospectively upon adoption. The adoption did not have a material effect on the Company's financial statements.

In September 2011, the FASB issued ASU 2011-08, *Intangibles-Goodwill and Other-Topic 350: Testing for Impairment*. ASU 2011-08 amends the guidance in FASB Accounting Standards Codification Topic (ASC) 350-20, *Intangibles-Goodwill and Other-Goodwill*. The intent of this ASU is to simplify how entities test goodwill for impairment by allowing an entity to use a qualitative approach to test goodwill for impairment. The amendments in the ASU permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in ASC 350-20. The amendments do not change the current guidance for testing other indefinite-lived assets for impairment. ASU 2011-08 is effective for goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early application is permitted. The Company elected to adopt this standard early and effective as of January 31, 2012 in its year-end goodwill impairment analysis. The adoption of this standard did not have a material effect on the Company's financial statements.

**3. Acquisition**

On March 1, 2010, MCL acquired all of the capital stock of Absolute Equipment Solutions, Inc. (AES) for a total purchase price of Cdn \$4,194,000 (approximately U.S. \$3,984,000). AES manufactured, sold and leased heli-pickers and associated equipment that is utilized in the deployment and retrieval of seismic equipment by helicopters. The Company made this acquisition to expand the type of equipment available to its customers and to expand the markets in which it operates. The consideration consisted of cash paid at closing in the amount of Cdn \$2,200,000 (approximately U.S. \$2,100,000), promissory notes in the amount of Cdn \$1,500,000 (approximately U.S. \$1,425,000), a post-closing working capital adjustment payment of Cdn \$194,000 (approximately U.S. \$184,000) and deferred cash payments in the amount of Cdn \$300,000. The promissory notes bore interest at 6% annually, payable semi-annually. The principal amount of the notes was repayable in two equal installments on March 1, 2011 and 2012. The deferred cash payments will be made upon the expiration of certain indemnity periods. MCL may offset amounts due pursuant to the promissory notes or the deferred cash payment against indemnity claims due from the sellers. In addition, the sellers were entitled to additional cash payments of up to Cdn \$750,000 should AES attain certain levels of revenues during the 24-month period following the acquisition, as specified in the agreement.

The Company hired an outside consulting firm, The BVA Group L.L.C. (BVA), to assess the fair value of the assets and liabilities acquired in the AES acquisition. The fair value of the contingent consideration was determined to be approximately Cdn \$200,000. During the fiscal year ended January 31, 2012, the Company recorded a charge of approximately \$400,000 in other expense to reflect the amount of the estimated contingent consideration payments in excess of the estimated fair value of the contingent consideration described above. There were no amounts recognized related to other contingencies. The fair value of the assets and liabilities acquired exceeded the total value of consideration paid, resulting in a bargain purchase.

The Company paid the sellers approximately \$148,000 in April 2011 pursuant to the first stage of the contingent consideration provision of the agreement and in May 2012 approximately \$450,000 pursuant to the second and final stage of this provision.

Upon the initial determination that the transaction had resulted in a bargain purchase, management and BVA reviewed the assets and liabilities acquired and the assumptions utilized in estimating their fair value. Certain

**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

revisions were made to these estimates, which resulted in a reduction in, but not the elimination of, the gain from bargain purchase. In this review, management noted that the information used in determining the fair value of the assets was the same information used to estimate the fair value of the contingent consideration portion of the purchase price. Further revisions to the estimates were not deemed to be appropriate.

Management then undertook a review to determine what factors might contribute to a bargain purchase and if it were reasonable for a bargain purchase to occur. In this review, management noted that at the time the transaction was negotiated with the owners of AES, the oil services industry had recently experienced a decline and there was uncertainty as to the speed or depth of a recovery. Management believed that this situation was particularly difficult on small companies, such as AES, who had limited access to capital and liquidity. Furthermore, it appeared to management that the owners of AES were motivated to complete a transaction for personal financial reasons. Management also noted that there was a limited market for companies such as AES. Based upon all of these factors, management concluded that the occurrence of bargain purchase was reasonable. Accordingly, a gain of \$1,304,000 was recorded as of the date of acquisition and no goodwill resulted from the transaction.

The following is a summary of the amounts recognized for assets acquired and liabilities assumed at the date of acquisition (in thousands):

Working capital	\$ 327
Seismic equipment lease pool	2,990
Deferred taxes	(1,086)
Intangible assets	3,154

Revenue and net income for AES were \$2,855,000 and \$489,000, respectively, for the eleven months ended January 31, 2011. The operations of AES are included in our Equipment Leasing segment. Effective February 1, 2012, AES was merged into MCL.

*Pro Forma Results of Operations (Unaudited)*

The following consolidated pro forma results of operations for the fiscal year ended January 31, 2011 assumes the acquisition of AES occurred as of the beginning of that period and reflects the full results of operations for the period presented. The consolidated pro forma results have been prepared for comparative purposes only and do not purport to indicate the results of operations that would actually have occurred had the combinations been in effect on the dates indicated, or that may occur in the future

(In thousands, except per share amounts)	<b>January 31, 2011</b>
Revenues	\$ 71,524
Net income	\$ 4,636
<u>Earnings per share:</u>	
Basic	\$ 0.47
Diluted	\$ 0.46

**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued****4. Supplemental Statements of Cash Flows Information**

Supplemental disclosures of cash flows information for the fiscal years ended January 31, 2013, 2012 and 2011 were as follows (in thousands):

	Years Ended January 31,		
	2013	2012	2011
Interest paid	\$ 533	\$ 704	\$ 728
Income taxes paid, net	9,177	7,536	508
Seismic equipment purchases included in accounts payable at year-end	4,268	9,900	3,229
Stock issued for accrued compensation	516	303	185

**5. Inventories**

Inventories consisted of the following (in thousands):

	As of January 31,	
	2013	2012
Raw materials	\$ 3,103	\$ 2,789
Finished goods	3,531	3,711
Work in progress	627	1,109
Cost of inventories	7,261	7,609
Less allowance for obsolescence	(1,073)	(901)
Net inventories	\$ 6,188	\$ 6,708

**6. Contracts and Notes Receivable**

Contracts and notes receivable consisted of \$2,096,000, due from three customers as of January 31, 2013 and \$2,273,000 due from two customers as of January 31, 2012. The balance of contracts receivable at January 31, 2013 and 2012 consisted of contracts bearing interest at an average of approximately 8.7% and with remaining repayment terms from seven to 17 months. These contracts are collateralized by the equipment sold and are considered collectable, thus no allowances have been established for them.

**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued****7. Seismic Equipment Lease Pool and Property and Equipment**

Seismic equipment lease pool and property and equipment consisted of the following (in thousands):

	As of January 31,	
	2013	2012
Recording channels	\$ 126,600	\$ 110,730
Other peripheral equipment	114,795	112,763
<b>Cost of seismic equipment lease pool</b>	<b>241,395</b>	<b>223,493</b>
Land and buildings	366	366
Furniture and fixtures	8,899	8,020
Autos and trucks	748	680
<b>Cost of property and equipment</b>	<b>10,013</b>	<b>9,066</b>
Cost of seismic equipment lease pool and property and equipment	251,408	232,559
Less accumulated depreciation	(131,800)	(112,182)
<b>Net book value of seismic equipment lease pool and property and equipment</b>	<b>\$ 119,608</b>	<b>\$ 120,377</b>

	As of January 31,	
	2013	2012
Location of seismic equipment lease pool and property and equipment (in thousands):		
United States	\$ 40,908	\$ 65,922
Canada	22,639	23,856
Latin America	23,109	21,963
Australia	7,973	2,553
Russia	3,708	2,323
Singapore	9,433	3,352
United Kingdom	329	232
Europe	11,509	176
<b>Net book value of seismic equipment lease pool and property and equipment</b>	<b>\$ 119,608</b>	<b>\$ 120,377</b>

**8. Goodwill and Other Intangible Assets**

	Weighted Average Life at 1/31/13	Gross Carrying Amount	January 31, 2013 Accumulated Amortization (in thousands)	Net Carrying Amount	Gross Carrying Amount	January 31, 2012 Accumulated Amortization (in thousands)	Net Carrying Amount
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Goodwill		\$ 4,320			\$ 4,320		
Proprietary rights	7.4	\$ 3,503	\$ (1,625)	1,878	\$ 3,532	\$ (1,347)	\$ 2,185
Customer relationships	5.1	2,402	(876)	1,526	2,387	(572)	1,815
Patents	5.1	724	(264)	460	719	(172)	547
Trade name	5.1	197	(72)	125	196	(47)	149
Amortizable intangible assets		\$ 6,826	\$ (2,837)	\$ 3,989	\$ 6,834	\$ (2,138)	\$ 4,696

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**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

Aggregate amortization expense was \$673,000, \$671,000 and \$637,000 for the fiscal years ended January 31, 2013, 2012 and 2011, respectively. As of January 31, 2013, future estimated amortization expense related to amortizable intangible assets is estimated to be (in thousands):

For fiscal years ending January 31:	
2014	\$ 671
2015	671
2016	671
2017	671
2018	671
Thereafter	634
 Total	 \$ 3,989

As of January 31, 2013, the Company had goodwill of \$4,320,000. No impairment has been recorded against the goodwill account.

**9. Long-Term Debt and Notes Payable**

Long-term debt and notes payable consisted of the following (in thousands):

	As of January 31,	
	2013	2012
Revolving line of credit	\$ 4,000	\$ 12,550
Equipment note		638
MCL notes		785
Other equipment notes	383	210
	4,383	14,183
Less current portion	(145)	(1,399)
 Long-term debt	 \$ 4,238	 \$ 12,784

In August 2012, the Company entered into an amended credit agreement with First Victoria Bank (the "Bank") that provides for borrowings of up to \$50,000,000 on a revolving basis through August 31, 2015 (the "Revolving Credit Facility"). The Company may, at its option, convert any or all balances outstanding under the Revolving Credit Facility into a series of term notes with monthly amortization over 48 months.

Amounts available for borrowing under the Revolving Credit Facility are determined by a borrowing base. The borrowing base is computed based upon certain outstanding accounts receivable, certain portions of the Company's lease pool and certain lease pool assets that have been purchased with proceeds from the Revolving Credit Facility. The Revolving Credit Facility and any term loan are collateralized by essentially all of the Company's domestic assets. Interest is payable monthly at the greater of the prime rate or 3.25%. As of January 31, 2013, the applicable rate was 3.25%. Up to \$10,000,000 of available borrowings under the Revolving Credit Facility may be utilized to secure letters of credit. As of January 31, 2013, there were outstanding stand-by letters of credit totaling approximately \$622,000. The Revolving Credit Facility contains certain financial covenants that require, among other things, for the Company to maintain a debt to shareholders' equity ratio of no more than 0.7 to 1.0, maintain a current assets to current liabilities ratio of not less than 1.25 to 1.0; and have quarterly earnings before interest, taxes, depreciation and amortization ("EBITDA") of not less than \$2,000,000. The Revolving Credit Facility also provides that the Company may not

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incur or maintain indebtedness in excess of \$10,000,000 without the prior written consent of the Bank, except for borrowings related to the Revolving

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**Table of Contents**

**Mitcham Industries, Inc.**

**Notes to Consolidated Financial Statements continued**

Credit Facility. The Company may also guaranty up to \$5,000,000 of subsidiary debt without the Bank's prior consent. The Company was in compliance with each of these provisions as of and for the twelve months ended January 31, 2013. The Company's average borrowings under the Revolving Credit Facility for the twelve months ended January 31, 2013 and 2012 were approximately \$13,046,000 and \$12,239,000, respectively.

In October 2010, the Company entered into a \$3.6 million secured promissory note with a supplier in connection with the purchase of certain lease pool equipment. The note, which was repaid in March 2012, was repayable in 18 monthly installments, bore interest at 8% annually and was secured by the equipment purchased. The Company received the consent of the Bank for this transaction, as required by the terms of the revolving line of credit.

In March 2010, MCL entered into two promissory notes related to the purchase of AES. The notes bore interest at 6.0% per year with the first of two equal installments paid in March 2011 and the balance in March 2012.

From time to time, certain subsidiaries have entered into notes payable to finance the purchase of certain equipment, which are secured by the equipment purchased.

**10. Shareholders' Equity**

In June 2011, the company issued 2,300,000 shares of common stock in a follow-on public offering. Net proceeds to the Company after underwriters' discount and expenses were approximately \$31,000,000.

The Company has 1,000,000 shares of preferred stock authorized, none of which were outstanding as of January 31, 2013 and 2012. The preferred stock may be issued in multiple series with various terms, as authorized by the Company's Board of Directors. The Company has 20,000,000 shares of common stock authorized, of which 13,763,000 and 13,556,000 are issued as of January 31, 2013 and 2012, respectively.

During the fiscal years ended January 31, 2013 and 2012, approximately 290 and 1,000 shares, respectively, were surrendered in exchange for payment of taxes due upon the vesting of restricted shares. The shares had an average fair value of \$12.60 and \$14.10, respectively. No shares were surrendered in exchange for payment of taxes during 2011.



**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued****11. Income Taxes**

	Years Ended January 31,		
	2013	2012	2011
	(in thousands)		
Income (loss) before income taxes is attributable to the following jurisdictions:			
Domestic	\$ (2,824)	\$ 14,875	\$ (522)
Foreign	16,348	19,455	7,316
Total	\$ 13,524	\$ 34,330	\$ 6,794
The components of income tax expense (benefit) were as follows:			
Current:			
Domestic	\$ (2,306)	\$ 4,090	\$ (171)
Foreign	3,229	6,204	2,466
	923	10,294	2,295
Deferred:			
Domestic	(4,757)	1,042	(183)
Foreign	307	(1,327)	(47)
	(4,450)	(285)	(230)
Income tax (benefit) expense	\$ (3,527)	\$ 10,009	\$ 2,065

The following is a reconciliation of expected to actual income tax expense:

	Years Ended January 31,		
	2013	2012	2011
	(in thousands)		
Federal income tax expense at 34% in 2013, 35% in 2012 and 34% in 2011	\$ 4,598	\$ 12,016	\$ 2,310
Changes in tax rates	23	(7)	131
Permanent differences	(741)	347	(300)
Foreign effective tax rate differential	(3,092)	(2,574)	(1,149)
Potential tax, penalties and interest resulting from uncertain tax positions	(5,059)	529	279
Undistributed earnings of foreign affiliates		(435)	646
Foreign withholding taxes		268	122
Other	744	(135)	26
	\$ (3,527)	\$ 10,009	\$ 2,065



**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

The components of the Company's deferred taxes consisted of the following:

	As of January 31,	
	2013	2012
	(in thousands)	
Deferred tax assets:		
Net operating losses	\$ 1,246	\$ 146
Tax credit carry forwards	3,449	803
Stock option book expense	2,605	2,533
Allowance for doubtful accounts	1,752	1,645
Allowance for inventory obsolescence	192	192
Accruals not yet deductible for tax purposes	692	1,115
Other	675	1,531
<b>Gross deferred tax assets</b>	<b>10,611</b>	<b>7,965</b>
Valuation allowance		
<b>Deferred tax assets</b>	<b>10,611</b>	<b>7,965</b>
Deferred tax liabilities:		
Fixed assets	(1,841)	(3,617)
Intangible assets	(595)	(774)
Foreign branch taxes	(1,626)	(1,575)
Other	(411)	
<b>Deferred tax liabilities</b>	<b>(4,473)</b>	<b>(5,966)</b>
<b>Total deferred tax assets, net</b>	<b>\$ 6,138</b>	<b>\$ 1,999</b>

In the fiscal years ended January 31, 2013 and 2012, the tax deduction related to stock-based compensation awards exceeded the cumulative book expense related to these awards. The associated excess tax benefit amounting to approximately \$420,000 and \$778,000 was recognized as additional paid-in capital in the fiscal years ended January 31, 2013 and 2012, respectively. During the fiscal year ended January 31, 2010, certain stock based compensation agreements were settled or expired such that the book expense related to these agreements exceeded the tax deduction received by the Company. Accordingly, the deferred tax asset related to these items was reduced by approximately \$346,000, which reduced additional paid-in capital.

At January 31, 2013, the Company had foreign withholding tax credit carry forwards of approximately \$3,449,000, which amounts can be carried forward through at least 2020.

In July 2012, the Company reached a settlement with the Canadian Revenue Agency (CRA) and the Internal Revenue Service (IRS) regarding its request for competent authority assistance for matters arising from an audit of the Company's Canadian income tax returns for the fiscal years ended January 31, 2004, 2005 and 2006. The issues involved related to intercompany repair charges, management fees and the deductibility of depreciation charges and whether those deductions should be taken in Canada or in the United States. Pursuant to the settlement agreement, adjustments will be made to the Company's Canadian and United States income tax returns for the fiscal years ended January 31, 2004 through January 31, 2012. These changes are estimated to result in a net reduction to consolidated income tax expense of approximately \$141,000, which is reflected in the Company's benefit from income taxes for the fiscal year ended January 31, 2013.

As a result of the settlement, the Company has recognized the benefit of certain tax positions amounting to approximately \$3,300,000 and has reversed previous estimates of potential penalties and interest amounting to approximately \$1,900,000.



**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

As of January 31, 2013 and 2012, the Company had unrecognized tax benefits amounting to approximately \$376,000 and \$5,435,000, respectively, attributable to uncertain tax positions. The Company recognizes interest and penalties related to income tax matters as a component of income tax expense. The unrecognized tax benefits attributable to uncertain tax positions include accrued interest and penalties of approximately \$376,000 and \$2,135,000 as of January 31, 2013 and January 31, 2012, respectively. Included in income tax expense for the fiscal years ended January 31, 2013, 2012 and 2011 are expenses of \$93,000, \$578,000 and \$256,000, respectively, related to potential penalties and interest.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits, excluding potential penalties and interest, is as follows:

	Years Ended January 31,		
	2013	2012	2011
	(in thousands)		
Unrecognized tax benefits as beginning of year	\$ (3,300)	\$ (3,350)	\$ (3,327)
Increases (decreases) as a result of tax positions taken in prior years		50	(23)
Increases as a result of tax positions taken in current year			
Settlements	3,300		
Lapse of statute of limitations			
Unrecognized tax benefits as of end of year	\$	\$ (3,300)	\$ (3,350)

The Company files U.S. federal income tax returns as well as separate returns for its foreign subsidiaries within their local jurisdictions. The Company's U.S. federal tax returns are subject to examination by the IRS for fiscal years ended January 31, 2010 through 2013. However, the fiscal years ended January 31, 2004 through January 31, 2009 remain open as they relate to the implementation of competent authority settlement with the IRS. The Company's tax returns may also be subject to examination by state and local revenue authorities for fiscal years ended January 31, 2008 through 2013.

The Company's Canadian income tax returns are subject to examination by the Canadian tax authorities for fiscal years ended January 31, 2009 through 2013. However, the fiscal years ended January 31, 2004 through January 31, 2008 remain open as they relate to the implementation of the competent authority settlement agreement with the CRA.

The Company's tax returns in other foreign jurisdictions are generally subject to examination for the fiscal years ended January 31, 2008 through January 31, 2013.

**12. Commitments and Contingencies**

*Purchase Obligations* At January 31, 2013, the Company had approximately \$3,150,000 in purchase orders outstanding. The purchase orders were issued in the normal course of business, and are expected to be fulfilled within 180 days of January 31, 2013.

**13. Stock Option Plans**

At January 31, 2013, the Company had stock-based compensation plans as described in more detail below. The total compensation expense related to stock-based awards granted under these plans during the fiscal years

**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

ended January 31, 2013, 2012 and 2011 was approximately \$1,586,000, \$1,331,000 and \$1,099,000, respectively. The Company recognizes stock-based compensation costs net of a forfeiture rate for only those shares expected to vest over the requisite service period of the award. The Company estimates the forfeiture rate based on its historical experience regarding employee terminations and forfeitures.

The fair value of each option award is estimated as of the date of grant using a Black-Scholes-Merton option pricing formula. Expected volatility is based on historical volatility of the Company's stock over a preceding period commensurate with the expected term of the option. The expected term is based upon historical exercise patterns. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Expected dividend yield was not considered in the option pricing formula since the Company does not pay dividends and has no plans to do so in the future. The weighted average grant-date fair value of options granted during the fiscal years ended January 31, 2013, 2012 and 2011 was \$8.10, \$6.44 and \$2.75, respectively. The assumptions for the periods indicated are noted in the following table.

**Weighted average Black-Scholes-Merton fair value assumptions**

	<b>Years Ended January 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Risk free interest rate	0.58 - 0.78%	1.52 - 2.00%	1.82 - 1.97%
Expected life	3.28 - 6.60 yrs	2.85 - 4.89 yrs	2.4 - 4.4 yrs
Expected volatility	59 - 60%	54 - 55%	57 - 58%
Expected dividend yield	0.0%	0.0%	0.0%

Cash flows resulting from tax benefits attributable to tax deductions in excess of the compensation expense recognized for those options (excess tax benefits) are classified as financing in-flows and operating out-flows. The Company had excess tax expenses of approximately \$420,000 and \$778,000 during the fiscal years ended January 31, 2013 and 2012, respectively. The Company had an excess tax benefit of approximately \$5,000 during the fiscal year ended January 31, 2011.

The Company has share-based awards outstanding under five different plans: the 1994 Stock Option Plan ( 1994 Plan ), the 1998 Amended and Restated Stock Awards Plan ( 1998 Plan ), the 2000 Stock Option Plan ( 2000 Plan ), the Mitcham Industries, Inc. Stock Awards Plan ( 2006 Plan ) and the 1994 Non-Employee Director Plan ( Director Plan ), (collectively, the Plans ). Stock options granted and outstanding under each of the plans generally vest evenly over three years (except for the Director Plan, under which options generally vest after one year) and have a 10-year contractual term. The exercise price of a stock option generally is equal to the fair market value of the Company's common stock on the option grant date. All Plans except for the 2006 Plan have been closed for future grants. All shares available but not granted under the 1998 Plan and the 2000 Plan as of the date of the approval of the 2006 Plan were transferred to the 2006 Plan. As of January 31, 2013, there were approximately 223,000 shares were available for grant under the 2006 Plan. The 2006 Plan provides for awards of nonqualified stock options, incentive stock options, restricted stock awards, restricted stock units and phantom stock. New shares are issued for restricted stock and upon the exercise of options.

**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued***Stock Based Compensation Activity*

The following table presents a summary of the Company's stock option activity for the fiscal year ended January 31, 2013:

	Number of Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
<b>Outstanding, January 31, 2012</b>	1,413	\$ 9.60		
Granted	172	18.21		
Exercised	(158)	2.10		
Forfeited				
Expired				
<b>Outstanding, January 31, 2013</b>	1,427	\$ 11.37	5.23	\$ 6,192
<b>Exercisable at January 31, 2013</b>	1,316	\$ 10.94	4.88	\$ 6,158
<b>Vested and expected to vest at January 31, 2013</b>	1,424	\$ 11.44	5.20	\$ 6,192

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the fourth quarter of fiscal 2013 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on January 31, 2013. This amount changes based upon the market value of the Company's common stock. Total intrinsic value of options exercised for the fiscal years ended January 31, 2013 and 2012 was \$2,529,000 and \$4,097,000, respectively. The fair value of options that vested during the fiscal years ended January 31, 2013, 2012 and 2011 was approximately \$1,268,000, \$1,195,000 and \$1,301,000, respectively. For the fiscal year ended January 31, 2013, approximately 245,000 options vested.

As of January 31, 2013, there was approximately \$424,000 of total unrecognized compensation expense related to unvested stock options granted under the Company's share-based compensation plans. That expense is expected to be recognized over a weighted average period of 0.7 years.

During the fiscal year ended January 31, 2013, \$329,000 was received from the exercise of options.

Restricted stock as of January 31, 2013 and changes during the fiscal year ended January 31, 2013 were as follows:

	Year Ended January 31, 2013	
	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value
Unvested, beginning of period	36	10.47
Granted	49	18.73
Vested	(49)	13.52
Canceled		

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Unvested, end of period	36	17.59
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As of January 31, 2013, there was approximately \$260,000 of unrecognized stock-based compensation expense related to unvested restricted stock awards. That expense is expected to be recognized over a weighted average period of 0.7 years.

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**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued****14. Segment Reporting**

The Equipment Leasing segment offers for lease or sale, new and experienced seismic equipment to the oil and gas industry, seismic contractors, environmental agencies, government agencies and universities. The Equipment Leasing segment is headquartered in Huntsville, Texas, with sales and services offices in Calgary, Canada; Brisbane, Australia; Ufa, Bashkortostan, Russia.

The Seemap segment is engaged in the design, manufacture and sale of state-of-the-art seismic and offshore telemetry systems. Manufacturing, support and sales facilities are maintained in the UK and Singapore with a sales office in Huntsville, Texas.

Financial information by business segment is set forth below net of any allocations (in thousands):

	As of January 31, 2013			As of January 31, 2012			As of January 31, 2011		
	Equipment			Equipment			Equipment		
	Leasing	Seemap	Consolidated	Leasing	Seemap	Consolidated	Leasing	Seemap	Consolidated
Fixed assets, net	\$ 118,801	\$ 807	\$ 119,608	\$ 119,824	\$ 553	\$ 120,377	\$ 78,586	\$ 509	\$ 79,095
Intangible assets, net	2,111	1,878	3,989	2,511	2,185	4,696	2,936	2,422	5,358
Goodwill		4,320	4,320		4,320	4,320		4,320	4,320
Total Assets	171,971	18,578	190,407	175,930	22,630	198,229	118,929	19,569	137,971

	2013			2012			2011		
	Equipment			Equipment			Equipment		
	Leasing	Seemap	Consolidated	Leasing	Seemap	Consolidated	Leasing	Seemap	Consolidated
Revenues	\$ 73,516	\$ 32,210	\$ 104,685	\$ 84,428	\$ 28,703	\$ 112,834	\$ 50,018	\$ 22,462	\$ 71,363
Interest income (expense), net	11		11	(397)	1	(396)	(470)	(3)	(473)
Income before taxes	2,865	10,835	13,524	24,081	10,195	34,330	1,527	5,402	6,794
Capital expenditures	45,181	478	45,659	63,198	469	63,667	32,876	243	33,119
Depreciation and amortization expense	34,320	619	34,939	28,215	559	28,774	22,120	597	22,717

Approximately \$1,041,000, \$297,000 and \$1,117,000 related to sales from Seemap to the Equipment Leasing segment is eliminated in the consolidated revenues for the fiscal years ended January 31, 2013, 2012 and 2011, respectively. Capital expenditures and fixed assets are reduced by approximately \$349,000, \$272,000 and \$292,000 for the fiscal years ended January 31, 2013, 2012 and 2011, respectively, which represents the difference between the sales price and the cost to manufacture the equipment.

A reconciliation of income before taxes is as follows (in thousands):

	Years Ended January 31,		
	2013	2012	2011
Equipment Leasing	\$ 2,865	\$ 24,081	\$ 1,527
Seemap	10,835	10,195	5,402
Reconciling items:			
Elimination of (profit) loss from inter-company sales	(176)	54	(135)
Consolidated income before taxes	\$ 13,524	\$ 34,330	\$ 6,794



**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued****15. Quarterly Financial Data (Unaudited)**

	Fiscal Year	Quarters Ended			
		April 30	July 31	October 31	January 31
Net revenues:	2013	\$ 34,630	\$ 23,080	\$ 18,574	\$ 28,401
	2012	\$ 26,502	\$ 21,278	\$ 28,020	\$ 37,034
Gross profit:	2013	\$ 16,887	\$ 7,400	\$ 4,353	\$ 8,773
	2012	\$ 13,925	\$ 8,213	\$ 14,345	\$ 21,269
Income (loss) before income taxes:	2013	\$ 11,063	\$ 1,274	\$ (2,178)	\$ 3,365
	2012	\$ 8,461	\$ 2,168	\$ 9,056	\$ 14,645
Incomes taxes (benefit):	2013	\$ 2,607	\$ (5,128)	\$ (956)	\$ (50)
	2012	\$ 2,368	\$ 868	\$ 2,293	\$ 4,480
Net income (loss):	2013	\$ 8,456	\$ 6,402	\$ (1,222)	\$ 3,415
	2012	\$ 6,093	\$ 1,300	\$ 6,763	\$ 10,165
Income per common share basic:	2013	\$ 0.67	\$ 0.51	\$ (0.10)	\$ 0.27
	2012	\$ 0.61	\$ 0.12	\$ 0.55	\$ 0.82
Income per common share diluted:	2013	\$ 0.63	\$ 0.48	\$ (0.09)	\$ 0.26
	2012	\$ 0.58	\$ 0.11	\$ 0.52	\$ 0.77

**16. Leases**

The Company leases seismic equipment to customers under operating leases with non-cancelable terms of one year or less. These leases are generally renewable on a month-to-month basis. All taxes (other than income taxes) and assessments are the contractual responsibility of the lessee. To the extent that foreign taxes are not paid by the lessee, the relevant foreign taxing authorities might seek to collect such taxes from the Company. Under the terms of its lease agreements, any amounts paid by the Company to such foreign taxing authorities may be billed and collected from the lessee. If the Company is unable to collect the foreign taxes it paid on behalf of its lessees, the Company may have foreign tax credits in the amounts paid, which could be applied against its U.S. income tax liability subject to certain limitations. The Company is not aware of any foreign tax obligations as of January 31, 2013 and 2012 that are not reflected in the accompanying consolidated financial statements.

The Company leases seismic equipment, as well as other equipment from others under operating leases. Lease expense incurred by the Company in connection with such leases amounted to approximately \$1,798,000, \$1,634,000 and \$755,000 for the fiscal years ended January 31, 2013, 2012 and 2011, respectively.

The Company leases its office and warehouse facilities in Canada, Australia, Singapore, United Kingdom and Russia under operating leases. Office rental expense for the fiscal years ended January 31, 2013, 2012 and 2011 was approximately \$1,528,000, \$1,199,000 and \$1,007,000, respectively.

**Table of Contents****Mitcham Industries, Inc.****Notes to Consolidated Financial Statements continued**

Aggregate minimum lease payments for non-cancelable operating leases are as follows (in thousands):

<u>For fiscal years ending:</u>	
2014	\$ 1,700
2015	1,169
2016	536
2017	428
2018	448
Thereafter	208

**17. Concentrations**

*Credit Risk* As of January 31, 2013 and 2012, amounts due from customers that exceeded 10% of consolidated accounts receivable amounted to an aggregate of approximately \$9,591,000 from three customers and \$8,346,000 from two customers, respectively.

The Company maintains deposits and certificates of deposit with banks which may exceed the Federal Deposit Insurance Corporation ( FDIC ) insured limit and money market accounts which are not FDIC insured. In addition, deposits aggregating approximately \$15,951,000 at January 31, 2013 are held in foreign banks. Management believes the risk of loss in connection with these accounts is minimal.

*Industry Concentration* The Company s revenues are derived from seismic equipment leased and sold to companies providing seismic acquisition services. The seismic industry has historically been subject to cyclical activity and is dependent, in large part, on the expected future prices of oil and natural gas. Should the industry experience a decline in the price of oil and natural gas, the Company could be subject to significantly greater credit risk and declining demand for its products and services.

*Supplier Concentration* The Company purchases the majority of its seismic equipment for its lease pool from a small number of suppliers, each being an industry leader for its product. The Company believes that two of its suppliers manufacture most of the land-based seismic systems and equipment in use. The Company has satisfactory relationships with its suppliers. However, should those relationships deteriorate, the Company may have difficulty in obtaining new technology requested by its customers and maintaining the existing equipment in accordance with manufacturers specifications.

**18. Sales and Major Customers**

A summary of the Company s revenues from customers by geographic region, outside the U.S., is as follows (in thousands):

	<b>Years Ended January 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Canada	\$ 13,744	\$ 13,243	\$ 5,294
UK/Europe	27,174	21,403	16,765
Latin America	15,575	17,786	8,042
Asia/South Pacific	14,173	17,810	15,444
Eurasia	4,052	3,528	10,812
Other	6,599	12,906	3,347
<b>Total</b>	<b>\$ 81,317</b>	<b>\$ 86,676</b>	<b>\$ 59,704</b>

During each of the fiscal years ended January 31, 2013, 2012 and 2011, one customer exceeded 10% of total revenues.



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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Mitcham Industries, Inc.

Huntsville, Texas

Our audits of the consolidated financial statements referred to in our report dated April 4, 2013 (included elsewhere in this Annual Report on Form 10-K) also included the financial statement schedule (Schedule II-Valuation and Qualifying Accounts) of Mitcham Industries, Inc. listed in Part V, Item 15(a) of this Form 10-K. This schedule is the responsibility of Mitcham Industries, Inc.'s management. Our responsibility is to express an opinion based on our audits of the consolidated financial statements.

In our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

Hein & Associates LLP

Houston, Texas

April 4, 2013

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## SCHEDULE

## SCHEDULE II

## MITCHAM INDUSTRIES, INC.

## VALUATION AND QUALIFYING ACCOUNTS

## VALUATION AND QUALIFYING ACCOUNTS

(in thousands)

Col. A	Col. B	Col. C(1)	Col. C(2) Charged to Other Accounts	Col. D	Col. E
Description	Balance at Beginning of Period	Charged to Costs and Expenses		Deductions Describe	Balance at End of Period
<b>Allowance for doubtful accounts</b>					
January 31, 2013	\$ 4,391	(361)	20(a)	(676)(b)	\$ 3,374
January 31, 2012	\$ 2,666	1,768	1(a)	(44)(b)	\$ 4,391
January 31, 2011	\$ 2,420	1,183	22(a)	(959)(b)	\$ 2,666
<b>Allowance for obsolete equipment and inventory</b>					
January 31, 2013	\$ 901	164	8(a)	(c)	\$ 1,073
January 31, 2012	\$ 730	175	(4)(a)	(c)	\$ 901
January 31, 2011	\$ 923	216	(195)(a)	(214)(c)	\$ 730

- (a) Represents translation differences.  
(b) Represents recoveries and uncollectible accounts written off.  
(c) Represents sale or scrap of inventory and obsolete equipment.

**Table of Contents****EXHIBIT INDEX**

The exhibits marked with the cross symbol ( ) are filed (or furnished in the case of Exhibits 32.1 and 32.2) with this Form 10-K. The exhibits marked with the asterisk symbol (\*) are management contracts or compensatory plans or arrangements filed pursuant to Item 601(b)(10)(iii) of Regulation S-K.

<b>Exhibit Number</b>	<b>Document Description</b>	<b>Report or Registration Statement</b>	<b>SEC File or Registration Number</b>	<b>Exhibit Reference</b>
3.1	Amended and Restated Articles of Incorporation of Mitcham Industries, Inc.	Incorporated by reference to Mitcham Industries, Inc.'s Registration Statement on Form S-8, filed with the SEC on August 9, 2001.	333-67208	3.1
3.2	Third Amended and Restated Bylaws of Mitcham Industries, Inc.	Incorporated by reference to Mitcham Industries, Inc.'s Current Report on Form 8-K, filed with the SEC on August 2, 2010.	000-25142	3.1(i)
4.1	Loan Agreement, dated September 24, 2008, between Mitcham Industries, Inc. and First Victoria National Bank	Incorporated by reference to Mitcham Industries, Inc.'s Current Report on Form 8-K, filed with the SEC on September 25, 2008.	000-25142	10.1
4.2	First Amendment to Loan Agreement, dated March 24, 2010, between Mitcham Industries, Inc. and First Victoria National Bank	Incorporated by reference to Mitcham Industries, Inc. Current Report on Form 8-K, filed with the SEC on March 26, 2010.	000-25142	10.1
4.3	Second Amendment to Loan Agreement, dated July 27, 2010, by and between Mitcham Industries, Inc. and First Victoria National Bank	Incorporated by reference to Mitcham Industries, Inc. Current Report on Form 8-K, filed with the SEC on August 2, 2010.	000-25142	10.1
4.4	Third Amendment to Loan Agreement dated July 27, 2011 between Mitcham Industries, Inc. and First Victoria National Bank	Incorporated by reference to Mitcham Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended July 31, 2011, filed with the SEC on September 8, 2011.	000-25142	10.1
4.5	Loan Agreement dated August 31, 2012 between Mitcham Industries, Inc. and First Victoria National Bank	Incorporated by reference to Mitcham Industries, Inc.'s Current Report on Form 8-K, filed with the SEC on September 4, 2012.	00-25142	10.1
4.6	Form of Senior Indenture (including Form of Senior Note)	Incorporated by reference to Mitcham Industries, Inc.'s Registration Statement on Form S-3, filed with the SEC on March 18, 2011.	333-172935	4.1
4.7	Form of Subordinated Indenture (including form of Subordinated Note)	Incorporated by reference to Mitcham Industries, Inc.'s Registration Statement on Form S-3, filed with the SEC on March 18, 2011.	333-172935	4.2
10.1*	Employment Agreement, dated January 15, 1997, between Mitcham Industries, Inc. and Billy F. Mitcham, Jr.	Incorporated by reference to Mitcham Industries, Inc.'s Registration Statement on Form S-1, filed with the SEC on January 17, 1997.	333-19997	10.4



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<b>Exhibit Number</b>	<b>Document Description</b>	<b>Report or Registration Statement</b>	<b>SEC File or Registration Number</b>	<b>Exhibit Reference</b>
10.2*	Mitcham Industries, Inc. Stock Awards Plan	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on August 3, 2011.	000-25142	10.1
10.3*	Form of Nonqualified Stock Option Agreement under the Mitcham Industries, Inc. Stock Awards Plan	Incorporated by reference to Mitcham Industries, Inc. s Report on Form 10-Q for the quarter ended July 31, 2006, filed with the SEC on September 12, 2006.	000-25142	10.3
10.4*	Form of Restricted Stock Agreement under the Mitcham Industries, Inc. Stock Awards Plan	Incorporated by reference to Mitcham Industries, Inc. s Report on Form 10-Q for the quarter ended July 31, 2006, filed with the SEC on September 12, 2006.	000-25142	10.4
10.5*	Form of Incentive Stock Option Agreement under the Mitcham Industries, Inc. Stock Awards Plan	Incorporated by reference to Mitcham Industries, Inc. s Report on Form 10-Q for the quarter ended July 31, 2006, filed with the SEC on September 12, 2006.	000-25142	10.5
10.6*	Form of Restricted Stock Agreement (Stock Awards Plan)	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on September 8, 2004.	000-25142	10.1
10.7*	Form of Nonqualified Stock Option Agreement (Stock Awards Plan)	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on September 8, 2004.	000-25142	10.2
10.8*	Form of Incentive Stock Option Agreement (Stock Awards Plan)	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on September 8, 2004.	000-25142	10.4
10.9*	Form of Phantom Stock Award Agreement (Stock Awards Plan)	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on September 8, 2004.	000-25142	10.5
10.10*	Form of Stock Appreciation Rights Agreement (Stock Awards Plan)	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on September 8, 2004.	000-25142	10.6
10.11*	Form of Incentive Stock Option Agreement (2000 Stock Option Plan)	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on September 8, 2004.	000-25142	10.7
10.12*	Form of Nonqualified Stock Option Agreement (2000 Stock Option Plan)	Incorporated by reference to Mitcham Industries, Inc. s Current Report on Form 8-K, filed with the SEC on September 8, 2004.	000-25142	10.8

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<b>Exhibit Number</b>	<b>Document Description</b>	<b>Report or Registration Statement</b>	<b>SEC File or Registration Number</b>	<b>Exhibit Reference</b>
10.13*	Summary of Non-Employee Director Compensation	Incorporated by reference to Mitcham Industries, Inc. s Quarterly Report on Form 10-Q for the quarter ended July 31, 2010, filed with the SEC on September 8, 2010.	000-21542	
10.14	Equipment Purchase Agreement, dated November 6, 2012, between Sercel, S.A. and Mitcham Industries, Inc.	Incorporated by reference to Mitcham Industries, Inc. s Quarterly Report on Form 10-Q for the quarter ended October 31, 2012, filed with the SEC on December 5, 2012.	000-25142	10.1
10.15	Equipment Purchase Agreement, dated November 6, 2012, between Sercel, Inc. and Mitcham Industries, Inc.	Incorporated by reference to Mitcham Industries, Inc. s Quarterly Report on Form 10-Q for the quarter ended October 31, 2012, filed with the SEC on December 5, 2012.	000-25142	10.2
12.1	Ratio of Earnings to Fixed Charges			
21.1	Subsidiaries of Mitcham Industries, Inc.			
23.1	Consent of Hein & Associates LLP			
31.1	Certification of Billy F. Mitcham, Jr., Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended			
31.2	Certification of Robert P. Capps, Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended			
32.1	Certification of Billy F. Mitcham, Jr., Chief Executive Officer, under Section 906 of the Sarbanes Oxley Act of 2002, 18 U.S.C. § 1350			
32.2	Certification of Robert P. Capps, Chief Financial Officer, under Section 906 of the Sarbanes Oxley Act of 2002, 18 U.S.C. § 1350			
101.INS **	XBRL Instance Document			
101.SCH **	XBRL Taxonomy Extension Schema Document			
101.CAL **	XBRL Taxonomy Extension Calculation of Linkbase Document			

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<b>Exhibit Number</b>	<b>Document Description</b>	<b>Report or Registration Statement</b>	<b>SEC File or Registration Number</b>	<b>Exhibit Reference</b>
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document			
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document			
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document			

\*\* In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act except as expressly set forth by specific reference in such filing.