

MITCHAM INDUSTRIES INC
Form 8-K
July 31, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

July 26, 2012

Mitcham Industries, Inc.

(Exact name of registrant as specified in its charter)

Texas

000-25142

76-0210849

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

8141 SH 75 South, P.O. Box 1175, Huntsville,
Texas

77342

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

936-291-2277

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Mitcham Industries, Inc. (the Company) held its 2012 Annual Meeting of Shareholders (the Annual Meeting) on July 26, 2012 in Huntsville, Texas. At the Annual Meeting, shareholders were requested to (1) elect six individuals to serve on the Board of Directors until the next annual meeting of shareholders, each until their respective successors are duly elected and qualified; (2) approve, on an advisory basis, Named Executive Officer compensation; (3) vote, on an advisory basis, on the frequency of future advisory votes on Named Executive Officer compensation; and (4) ratify the selection by the Audit Committee of the Board of Directors of Hein & Associates LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2013. Each proposal was described in the Company's Notice of Annual Meeting and the Company's Definitive Proxy Statement on Schedule 14A, which were each filed with the Securities and Exchange Commission on May 30, 2012.

The following actions were taken by the Company's shareholders at the Annual Meeting with respect to each of the proposals:

1. Elect six individuals to serve on the Board of Directors until the next annual meeting of shareholders, each until their respective successors are duly elected and qualified. All nominees were re-elected as directors by the votes indicated:

| Nominee | Voted For | Votes Withheld | Broker Non-Votes |
|----------------------|------------------|-----------------------|-------------------------|
| Billy F. Mitcham, Jr | 5,669,996 | 3,128,551 | 2,568,825 |
| Peter H. Blum | 4,450,184 | 4,348,363 | 2,568,825 |
| Robert P. Capps | 4,984,616 | 3,813,931 | 2,568,825 |
| R. Dean Lewis | 8,081,788 | 716,759 | 2,568,825 |
| John F. Schwalbe | 8,082,053 | 716,494 | 2,568,825 |
| Robert J. Albers | 8,169,903 | 628,644 | 2,568,825 |

2. Approve, on an advisory basis, Named Executive Officer compensation:

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 8,626,395 | 141,301 | 30,851 | 2,568,825 |

3. Vote, on an advisory basis, on the frequency of future advisory votes on Named Executive Officer compensation:

| 1 Year | 2 Years | 3 Years | Abstentions |
|---------------|----------------|----------------|--------------------|
| 7,592,364 | 370,419 | 813,799 | 21,965 |

A majority of the votes cast by shareholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation once every year. In line with this recommendation by our shareholders, the Board has decided to include an advisory shareholder vote on executive compensation in its proxy materials once every year, until the next shareholder advisory vote on the frequency of the advisory vote on the compensation of the Company's named executive officers.

4. Ratify the selection by the Audit Committee of the Board of Directors of Hein & Associates LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2013:

| Voted For | Voted Against | Abstentions |
|------------------|----------------------|--------------------|
| 11,165,059 | 187,631 | 14,682 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Mitcham Industries, Inc.

July 31, 2012

By: *Robert P. Capps*

Name: Robert P. Capps
Title: Chief Financial Officer