

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): **November 4, 2021**

MIND Technology, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-13490
(Commission
File Number)

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

2002 Timberloch Place, Suite 400
The Woodlands, Texas
(Address of principal executive offices)

77380
(Zip Code)

Registrant's telephone number, including area code: **281-353-4475**

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock - \$0.01 par value per share	MIND	The NASDAQ Stock Market LLC
Series A preferred Stock - \$1.00 par value per share	MINDP	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 4, 2021, the Company filed a Third Certificate of Amendment (the "Third Amendment") of Certificate of Designations, Preferences and Rights of 9.00% Series A Cumulative Preferred Stock with the Secretary of State of the State of Delaware to increase the Exchange Cap, as defined in the Certificate of Designations, to 49,851,150 shares of common stock, such Exchange Cap representing a cap of 25 shares of common stock per authorized share of the Company's authorized 9.00% Series A Cumulative Preferred Stock, par value \$1.00 per share ("Series A Preferred Stock"), with the rights, preferences, privileges, qualifications, restrictions and limitations set forth in the Certificate of Designations filed as Exhibit 3.5 to the Company's Current Report on Form 8-K, filed with the SEC on August 7, 2020 (the "Certificate of Designations"), as amended by the Second Certificate of Amendment to the Certificate of Designations filed as Exhibit 3.5 to the Company's Registration Statement on Form S-1 (File No. 333-260486) filed with the SEC on October 25, 2021 (the "Second Amendment").

The foregoing description of the Third Amendment is not complete and is qualified in its entirety by reference to (i) the Certificate of Designations, (ii) the Second Amendment, and (iii) the Third Amendment, a copy of which is attached as Exhibit 3.3 hereto, each of which is incorporated into this Item 5.03 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description</u>
3.1	<u>Certificate of Designations, Preferences and Rights of MIND Technology, Inc. 9.00% Series A Cumulative Preferred Stock (incorporated by reference to Exhibit 3.5 to the Company's Current Report on Form 8-K, filed with the SEC on August 7, 2020)</u>
3.2	<u>Second Certificate of Amendment of Certificate of Designations, Preferences and Rights of MIND Technology, Inc. 9.00% Series A Cumulative Preferred Stock (incorporated by reference to Exhibit 3.5 to the Company's Registration Statement on Form S-1 (File No. 333-260486), filed with the SEC on October 25, 2021)</u>
3.3	<u>Third Certificate of Amendment of Certificate of Designations, Preferences and Rights of MIND Technology, Inc. 9.00% Series A Cumulative Preferred Stock</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

MIND Technology, Inc.

November 4, 2021

By: /s/ Robert P. Capps

Name: Robert P. Capps

Title: President and Chief Executive Officer

**THIRD CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS
OF
9.00% SERIES A CUMULATIVE PREFERRED STOCK
OF
MIND TECHNOLOGY, INC.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

MIND Technology, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is MIND Technology, Inc. (the “**Corporation**”).
2. The original Certificate of Designations, Preferences and Rights of 9.00% Series A Cumulative Preferred Stock was filed with the Secretary of State of the State of Delaware on August 3, 2020 (the “**Original Certificate**”).
3. A Certificate of Amendment to the Original Certificate (the “**First Amendment**”) was filed with the Secretary of State of the State of Delaware on September 25, 2020 to increase the number of shares of Series A Preferred Stock (as defined in the Certificate of Designations) to 1,494,046 shares.
4. A Second Certificate of Amendment to the Original Certificate (the “**Second Amendment**”) was filed with the Secretary of State of the State of Delaware on October 25, 2021 (the Original Certificate as amended by the First Amendment and Second Amendment, the “**Certificate of Designations**”) to increase the number of shares of Series A Preferred Stock (as defined in the Certificate of Designations) to 1,994,046 shares.
5. The Certificate of Designations is further amended by deleting Section 7(b) and replacing it with the following:

“(b) The Share Cap is subject to pro rata adjustments for any share splits (including those effected pursuant to a distribution of Common Stock to existing holders of Common Stock), subdivisions or combinations (in each case, a “**Share Split**”) with respect to Common Stock as follows: the adjusted Share Cap as the result of a Share Split will be the number of shares of Common Stock that is equivalent to the product obtained by multiplying (i) the Share Cap in effect immediately prior to such Share Split by (ii) a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after giving effect to such Share Split and the denominator of which is the number of shares of Common Stock outstanding immediately prior to such Share Split. For the avoidance of doubt, subject to the immediately succeeding sentence, the aggregate number of shares of Common Stock (or equivalent Alternative Conversion Consideration (as defined below), as applicable) issuable or deliverable, as applicable, in connection with the exercise of the Change of Control Conversion Right will not exceed 49,851,150 shares of Common Stock (or equivalent Alternative Conversion Consideration, as applicable) (the “**Exchange Cap**”). The Exchange Cap is subject to pro rata adjustments for any Share Splits on the same basis as the corresponding adjustment to the Share Cap.”

6. The foregoing amendment to the Certificate of Designations has been duly adopted by the Corporation's Board of Directors pursuant to the authority vested in the Corporation's Board of Directors by the Certificate of Incorporation of the Corporation, as amended, and in accordance with Section 151 of the General Corporation Law of the State of Delaware.

7. All other provisions of the Certificate of Designations shall remain in full force and effect.

[Signature on Following Page]

IN WITNESS WHEREOF, the Corporation has caused this Third Certificate of Amendment of Certificate of Designations, Preferences and Rights of 9.00% Series A Cumulative Preferred Stock to be signed by a duly authorized officer this 3rd day of November, 2021.

MIND Technology, Inc.

By: /s/ Robert P. Capps _____

Robert P. Capps

Chief Executive Officer and President

Signature Page to Third Certificate of Amendment of
Certificate of Designations