

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 22, 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 2.02. Results of Operations and Financial Condition.**

On November 22, 2021, MIND Technology, Inc., a Delaware corporation (the “Company”) issued a press release which contained, among other things, an announcement of the Company’s preliminary financial results for the quarter ended October 31, 2021 (the “Press Release”). A copy of the Press Release is furnished as Exhibit 99.1 to this Form 8-K.

The information included herein and in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

The information set forth under Item 2.02 above regarding the Company’s preliminary financial results and the Press Release is incorporated herein by reference.

*Cautionary Note Regarding Forward-Looking Statements*

Many of the statements included or incorporated in this Current Report on Form 8-K and the furnished exhibits constitute “forward-looking statements.” In particular, they include statements relating to future actions, strategies, future operating and financial performance, and the Company’s future financial results. These forward-looking statements are based on current expectations and projections about future events. Readers are cautioned that forward-looking statements are not guarantees of future operating and financial performance or results and involve substantial risks and uncertainties that cannot be predicted or quantified, and, consequently, the actual performance of the Company may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, factors described from time to time in the Company’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission (including the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained therein).

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Number</b>	<b>Description</b>
99.1	<a href="#">Press Release issued by MIND Technology, Inc. on November 22, 2021</a>
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 22, 2021

By: /s/ Robert P. Capps

Name: Robert P. Capps  
Title: President and Chief Executive Officer



*FUTURE THINKING. LEADING TECHNOLOGIES.*

## ***NEWS RELEASE***

Contacts: Rob Capps, President & CEO  
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### **MIND Technology Provides Operational Update**

#### ***COMPANY ALSO ANNOUNCES FISCAL 2022 THIRD QUARTER EARNINGS RELEASE AND CONFERENCE CALL SCHEDULE***

**THE WOODLANDS, TX – November 22, 2021** – MIND Technology, Inc. (“MIND” or the “Company”) (Nasdaq: MIND) announced today that, based on preliminary results, it expects to report revenue from the sale of marine technology products for the quarter ended October 31, 2021 of approximately \$8.3 million. This represents a sequential increase of approximately 23% over the second quarter of the current fiscal year and approximately 28% over the third quarter of the previous year. Additionally, the Company expects to report a backlog as of October 31, 2021 of approximately \$10.0 million.

Rob Capps, President and CEO commented, “We are pleased to see that the expected ramp in operations and activity is starting to materialize. As evidenced by the increase in revenues and the strong backlog, we are experiencing an uptick in orders and proposal activity. Our backlog includes orders for commercial sonar and source controller products, but also sonar systems for military applications, including mine counter measure missions. Based on inquiries and active discussions with customers, we expect further activity in all of these segments in the coming weeks.

“As previously disclosed, we recently completed an underwritten offering of our 9% Series A Cumulative Preferred Stock,” added Capps. “This transaction has provided us with net proceeds of about \$9.5 million, after underwriter discounts and other costs. These funds, along with anticipated further proceeds from the liquidation of our land leasing assets, provide us with significant liquidity. We believe this puts us in a strong position to execute on the expected increase in activity and to take advantage of any other opportunities that may present themselves in coming months.”

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## Fiscal 2022 Third Quarter Earnings Release and Conference Call Schedule

MIND also announced today that it will release financial results for its fiscal 2022 third quarter after the market closes on Wednesday, December 8, 2021. In conjunction with the release, the Company has scheduled a conference call, which will be broadcast live over the Internet, for Thursday, December 9<sup>th</sup> at 9:00 a.m. Eastern Time / 8:00 a.m. Central Time.

What: MIND Technology Fiscal 2022 Third Quarter Earnings Conference Call  
When: Thursday, December 9, 2021, at 9:00 a.m. Eastern / 8:00 a.m. Central  
How: Live via phone -- By dialing (412) 902-0030 and asking for the MIND Technology call at least 10 minutes prior to the start time, or  
Live over the Internet -- By logging onto the web at the address below  
Where: <http://mind-technology.com/>

For those who cannot listen to the live call, a replay will be available through December 16, 2021, and may be accessed by dialing (201) 612-7415 and using pass code 13725279#. Also, an archive of the webcast will be available shortly after the call at <http://mind-technology.com/> for 90 days. For more information, please contact Dennard Lascar Investor Relations at [MIND@dennardlascar.com](mailto:MIND@dennardlascar.com).

### About MIND Technology

MIND Technology, Inc. provides technology to the oceanographic, hydrographic, defense, seismic and security industries. Headquartered in The Woodlands, Texas, MIND has a global presence with key operating locations in the United States, Singapore, Malaysia, and the United Kingdom. Its Seamap and Klein units design, manufacture and sell specialized, high performance, marine sonar and seismic equipment.

### Forward-looking Statements

*Certain statements and information in this press release may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words "believe," "expect," "anticipate," "plan," "intend," "should," "would," "could" or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. All comments concerning our expectations for future revenues and operating results are based on our forecasts of our existing operations and do not include the potential impact of any future acquisitions or dispositions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. These risks and uncertainties include, without limitation, reductions in our customers' capital budgets, our own capital budget, limitations on the availability of capital or higher costs of capital, volatility in commodity prices for oil and natural gas and the extent of disruptions caused by the COVID-19 outbreak.*

*For additional information regarding known material factors that could cause our actual results to differ from our projected results, please see our filings with the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.*

*Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, unless required by law, whether as a result of new information, future events or otherwise. All forward-looking statements included in this press release are expressly qualified in their entirety by the cautionary statements contained or referred to herein.*

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