

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): August 9, 2001

MITCHAM INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction
of incorporation or organization)

000-25142
(Commission File
Number)

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

44000 HIGHWAY 75 SOUTH
HUNTSVILLE, TEXAS 77340
(Address of principal executive offices)

Registrant's telephone number, including area code:
936-291-2277

ITEM 5. OTHER EVENTS.

The registrant is filing this Current Report on Form 8-K to update the description of its common stock, par value \$.01 per share ("Common Stock") contained in its Registration Statement on Form 8-A filed with the Securities and Exchange Commission on November 18, 1994.

DESCRIPTION OF COMMON STOCK. The authorized capital stock of the Company consists of 20,000,000 shares of Common Stock, par value \$.01 per share, and 1,000,000 shares of Preferred Stock, par value \$1.00 per share. As of August 1, 2001, there were outstanding 8,935,901 shares of Common Stock and no shares of Preferred Stock.

The following description of the Company's Common Stock is a summary only and is qualified in its entirety by reference to the Company's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, copies of which have been filed with the Commission.

Holders of Common Stock are entitled to one vote per share on all matters submitted to a vote of shareholders, including elections of directors. Holders of Common Stock are not entitled to cumulative voting rights in connection with the election of directors and are not entitled to preemptive rights. Subject to the rights of any then-outstanding shares of Preferred Stock, holders of Common Stock are entitled to dividends in such amounts and at such times as may be declared by the Board of Directors of the Company out of legally available funds. In any liquidation or dissolution of the Company, holders of the Common Stock are entitled to share ratably in all assets remaining available for distribution to them after payment or provision for all liabilities to creditors and any preferential rights of any then-outstanding shares of Preferred Stock.

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.

Date: August 9, 2001

MITCHAM INDUSTRIES, INC.

By /s/ CHRISTOPHER C. SIFFERT

Christopher C. Siffert
Corporate Controller