

MITCHAM INDUSTRIES INC  
Form 10-K  
April 08, 2015  
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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, 2015**

**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, 2014, 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 \$153,797,443 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 8, 2015
Common Stock, \$0.01 par value per share	12,084,056 shares

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive proxy statement of Mitcham Industries, Inc. for the 2015 Annual Meeting of Shareholders, which will be filed within 120 days of January 31, 2015, 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 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 ). 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 our wholly-owned subsidiaries, Seemap (UK) Ltd. ( Seemap UK ) and Seemap Pte. Ltd. ( Seemap Singapore ). We refer to this segment as our Seemap Segment, or Seemap.

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 ) and Geospace Technologies Corporation ( Geospace ). However, we also purchase equipment from a number of other equipment manufacturers. At January 31, 2015, approximately 57% 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.

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 often 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: (1) the highly variable size and technological demands of individual seismic surveys, (2) seasonal weather patterns and sporadic demand for seismic surveys in certain regions, (3) the term of the lease and (4) 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.

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In the Equipment Leasing segment, we also sell certain equipment. Primarily through SAP, we sell 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. We own certain patent rights related to, and produce, lease and sell, heli-pickers and related equipment to the seismic industry. This equipment is used by seismic contractors to deploy and retrieve equipment by helicopter. We believe that we are the leading provider of heli-picker equipment to the seismic industry. From time to time, we sell used equipment from our lease pool in response to specific demand or to dispose of older equipment.

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, commonly referred to as energy source controllers or air gun controllers, which provide operators of marine seismic surveys more precise control of energy sources, and the BuoyLine GPS tracking system, which is used to provide precise positioning of seismic sources and streamers. In May 2015, Seamap acquired two product lines from ION Geophysical Corporation (ION), Digsfor energy source controllers and Sleeve Gun energy sources. We believe that Seamap is the primary provider of energy source controllers to 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 technologically advanced seismic equipment in response to customer demand.* We determine the type of equipment to add to our lease pool based on the requirements of our customers. 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.

*Develop and produce specialized equipment for the marine industry.* We seek to identify opportunities to develop new product offerings in response to demand from the marine seismic industry and related industries. We think this will allow us to leverage our geographic footprint, engineering and manufacturing operations and customer relationships.

*Maintain diverse international operations.* We believe our broad geographic footprint is an important asset. 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 relationships with major seismic equipment manufacturers.* Our relationships with leading seismic equipment manufacturers provide us with access to technologically advanced equipment and allow us to expand our equipment lease pool through favorable pricing and delivery terms. We believe these relationships provide a competitive advantage.

*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.

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

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.

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 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. Seismic data can also be useful in designing and monitoring complex well completion programs, such as hydraulic fracturing. 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. Advances in seismic recording equipment have made it more feasible to deploy recording channels in greater density. These advances include cabled recording systems capable of handling greater amounts of data and wireless recording systems. By deploying recording channels in greater density, higher resolution images of the sub-surface can be created. Other industry advances include the use of high resolution three-component sensors ( 3C ), which enhance the image of the sub-surface. These and other technical advances have contributed to increased drilling success rates and reduced oil and gas finding costs.

Oil and gas companies have begun to utilize time lapse ( 4-D ) seismic techniques for producing oil and gas fields. 4-D surveys involve periodically acquiring seismic data over the same area. These techniques allow the oil and gas company to monitor and analyze the production from existing properties and optimize production and reserve recovery.

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 less than 1,000 channels, to larger 3-D surveys, which today are often more than 15,000 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.

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.



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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 Segment***

***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 290,000 seismic recording land channels (each channel capable of electronically converting seismic data from analog to digital format and transmitting the digital data), including approximately 90,000 channels of wireless recording equipment. Included in this total is approximately 55,000 stations (165,000 channels) of three-component equipment. Other land equipment in our lease pool includes geophones and cables, heli-picker equipment, batteries and other peripheral equipment. Our lease pool of marine seismic equipment includes more than 12 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 Seamap segment.

We maintain a master lease agreement with each of our customers that outlines the general terms and conditions of our leases. Individual transactions are generally documented through an equipment lease schedule that incorporates the terms and conditions of the master lease agreement. Individual leases generally have terms of two to six months, or 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 provide replacement equipment, as necessary. In addition, we occasionally 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. In the case of lost or destroyed equipment, the customer is required to reimburse us for the replacement cost of the equipment, at a price specified in the lease agreement, or to provide acceptable replacement equipment. 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

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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 where it is inspected, tested, repaired, if necessary, and staged for another project. 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 \$3.2 million, \$6.9 million and \$11.4 million in each of the three fiscal years ended January 31, 2015 ( fiscal 2015 ), 2014 ( fiscal 2014 ) and 2013 ( fiscal 2013 ), 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.

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

*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.

*Sales 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.

*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.

*Seamap Segment*

Seamap designs, manufactures and sells a range of proprietary products for the marine seismic industry. Seamap's primary products include (1) the GunLink seismic source acquisition and control systems, which are designed to provide operators of marine seismic surveys more precise monitoring and control of energy sources;

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(2) the BuoyLink RGPS tracking system, which is used to provide precise positioning of marine seismic energy sources and streamers; (3) Digishot energy source controller; and (4) Sleeve Gun energy sources. The Digishot and Sleeve Gun product lines were acquired from ION in May 2014. Seamap's other products include streamer weight collars, depth transducers, pressure transducers and floatation systems. In addition to selling complete products, Seamap provides spare and replacement parts related to the products it sells. Seamap also provides certain services related to its products. These include repair services, engineering services, training, field service operations and umbilical terminations.

Marine seismic contractors are generally Seamap's customers. These contractors operate vessels used to conduct seismic surveys in deep water marine environments. The customer base for Seamap is generally the same as that for the marine portion of our Equipment leasing segment. Seamap's customers operate in all areas of the world.

We maintain a Seamap facility in the United Kingdom which includes engineering, training, sales and field service operations. Our Seamap facility in Singapore includes engineering, assembly, sales, repair and field service operations. Components for our products are sourced from a variety of suppliers located in Asia, Europe and the United States. Products are generally assembled, tested and shipped from our facility in Singapore; however, inventory and order fulfillment operations related to the Sleeve Gun product are conducted from our headquarters in Huntsville, Texas.

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

#### *The Sercel Equipment Agreement*

From 1996 through fiscal 2014, we had a series of supply agreements with Sercel covering a variety of products. These agreements generally provided that we agreed to purchase a minimum amount of certain products within a prescribed time period. In return, Sercel agreed to refer any inquiries for short term rentals of those products to us and not to refer any competitor of ours as a source of such rentals. While we believe we benefited from our agreements with Sercel, we also believe that, given current market conditions, it is not in our best interests to commit to minimum purchases of any particular type of equipment. Accordingly, in January 2014 we allowed the then existing agreements to expire. We believe that our relationship with Sercel, as well as with other manufacturers, remains good and do not expect the termination and non-renewal of the agreements to have a material adverse effect on our business.

#### *Other Agreements*

SAP has a number of manufacturer's representation agreements for certain product lines, including: acoustic positioning systems, 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.

### ***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, 2015, we had approximately 40 lease customers with 45 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, 2015, our Seamap segment had a backlog of orders amounting to approximately \$7.7 million, compared to \$5.5 million as of January 31, 2014. We expect all of these orders to be fulfilled during our fiscal year ending January 31, 2016.

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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,		
	2015	2014	2013
United States	\$ 12,555	\$ 11,686	\$ 23,368
United Kingdom / Europe	17,427	23,456	27,174
Canada	7,376	13,113	13,744
Latin America (1)	12,706	7,529	15,575
Asia/South Pacific	18,407	25,256	14,173
Eurasia (2)	5,853	6,810	4,052
Other (3)	8,822	4,258	6,599
Total Non-United States	70,591	80,422	81,317
Total	\$ 83,146	\$ 92,108	\$ 104,685

(1) Includes Brazil, Colombia, Mexico and Peru

(2) Comprised of the Russian Federation and the Commonwealth of Independent States ( 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,		
	2015	2014	2013
United States	\$ 43,541	\$ 42,087	\$ 40,908
Canada	22,451	35,931	22,639
Australia	4,600	7,198	7,973
Russia	2,698	2,134	3,708
Latin America	7,519	18,128	23,109
Singapore	6,627	6,451	9,433
United Kingdom	125	218	329
Europe	12,526	17,426	11,509
Total Non-United States	56,546	87,486	78,700
Total	\$ 100,087	\$ 129,573	\$ 119,608

For information regarding the risks associated with our foreign operations, see Item 1A Risk Factors.

During fiscal 2015 no one single customer accounted for 10% or more of our consolidated revenues. One customer accounted for approximately 22% and 23% of our consolidated revenues in fiscal 2014 and fiscal 2013, respectively. 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, offer leases with purchase options and offer short term rentals of their products. In addition, some seismic contractors might have excess equipment available for lease from time to time. We face lesser competition from

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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 (1) price, (2) delivery terms, (3) availability of desired equipment and (4) 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 and Geospace. However, we also acquire lease pool equipment from a number of other suppliers. 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 2015, 2014 and 2013, approximately 31%, 33% and 32%, 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, 2015, we employed approximately 187 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. In connection with the acquisition of the Digishot and Sleeve Gun product lines from ION in May 2014, we acquired certain United States and foreign patents related to energy source controllers and other technology.

We own 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.

### ***Environmental Regulation***

We are subject to stringent governmental laws and regulations, both in the United States and other countries, pertaining to worker safety and health, the transportation of hazardous materials, 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, among other things, require the acquisition of permits for air emissions and water discharges resulting from our manufacturing processes, impose specific safety and health criteria addressing worker protection, result in capital expenditures to limit or prevent emissions and discharges, and obligate us to use more stringent precautions for disposal of certain wastes. Failure to comply with these laws and regulations may result in the assessment of administrative,

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civil and criminal penalties, the imposition of investigatory 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. 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 costs of which could be significant.

Certain regulations in the United States and foreign jurisdiction address the manner in which certain hazardous materials, such as electric storage batteries can be transported. These regulations may limit our ability, and that of our customers, to transport equipment necessary for seismic operations, particularly by air. These limitations may significantly increase the time and cost required to transport such equipment.

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, which in turn could reduce demand for our products and 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 result in a similar decrease in demand for our products and have a material adverse effect on our business.

We are also subject to federal, state and foreign worker safety and health laws and regulations whose purpose is to protect the health and safety of workers. These laws and regulations 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, worker safety and health 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.

***Trends in oil and natural gas prices affect the level of exploration, development, and production activity of our customers and the demand for our services and products, which could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.***

Historically, the demand for our products and services is particularly sensitive to the level of exploration, development and production activity of, and the corresponding capital spending by, oil and gas companies. The level of exploration, development, and production activity is directly affected by trends in oil and natural gas prices, which historically have been volatile and are likely to continue to be volatile. During the period of depressed commodity prices 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.

Prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty, and a variety of other economic factors that are beyond our control. Crude oil prices declined significantly in the second half of calendar 2014, and were negatively affected by a combination of factors, including weakening demand in Europe and Asia, increased production in the United States, and the decision in late November by the Organization of Petroleum Exporting Countries to keep production levels unchanged. Additionally, stronger economic performance in the United States has led to a strengthening in the U.S. dollar relative to most other currencies, contributing further to the fall in the U.S. dollar value of oil. Downward pressure on commodity prices has continued in early 2015 and could continue for the foreseeable future. We anticipate fiscal 2016 will be a challenging year for us, as oil and gas companies continue to make downward revisions to their operating budgets. Therefore, we expect a drop-off in activity coupled with pricing pressures, and corresponding reductions in revenue and operating margins in fiscal 2016. For more information, see Item 7 **Management's Discussion and Analysis of Financial Condition and Results of Operations - Business Environment and Results of Operations**. Factors affecting the prices of oil and natural gas include, among other things:

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

the level of supply and demand 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;

limitations or disruptions in the transportation or storage of oil;

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;

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technological advances affecting energy exploration, production and consumption;

compliance with new or emerging laws or regulatory initiatives relating to greenhouse gas emissions, hydraulic fracturing, or safety aspects of offshore exploration and production activities that may have a material adverse effect on our customers with respect to increased costs or delays or prohibitions in obtaining drilling permits;

government regulations, including environmental laws and 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.

In recent months there has been a dramatic decline in the price of oil. This has resulted in a reduction in spending by exploration and production companies, which in turn has adversely affected demand for our services and equipment. Continued depressed commodity prices, or a further 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. Such a potential impairment charge could have a material adverse impact on our operating results.

***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;

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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.

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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 exploration and 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.

***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.***

In our seismic business segment, we generally market our products and services to seismic contractors. We believe there are less than 100 seismic contractors active throughout the world.

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 2015, 2014 and 2013, our single largest customer, accounted for approximately 9%, 22% and 23%, respectively, of our consolidated revenues. Together, our five largest customers accounted for approximately 33% of our consolidated revenues in fiscal 2015. 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.***

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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 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, 2015, we had approximately \$33.7 million of customer accounts and contracts receivable, of which approximately \$17.1 million was over 90 days past due. For fiscal 2015 and 2014, we had net charges of approximately \$2.9 million and \$1.0 million, respectively, to our provision for doubtful accounts. In fiscal

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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, the Euro, the Colombian Peso 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, in connection with the ongoing political turmoil in Ukraine, the United States, the European Union and other countries have imposed significant sanctions measures against Russia targeting the energy, defense and financial sectors of Russia's economy as well as specific Russian officials and businesses that they own. At least partly due to these sanctions, there has been a dramatic decline in the price for oil, which is a major export for Russia. These current events have negatively affected the Russian economy and have negatively affected the value of the Russian ruble relative to the U.S. dollar. Continuing fluctuations in the rates at which the U.S. dollar are exchanged into Russian rubles may result in both foreign currency transaction and translation losses. As the dollar strengthens or weakens relative to the ruble, our ruble-denominated revenue and expenses decline or increase respectively, when translated into U.S. dollars for financial reporting purposes. Approximately 6% of our revenues during fiscal 2015 were attributable to our operations in Russia.

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 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 Canada, the United Kingdom, Hungary, Singapore, Australia, 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.

For example, approximately 6% of our revenues during fiscal 2015 were attributable to our operations in Russia. The ongoing political turmoil in Ukraine along with the response of the Russian, European Union and United States governments to this situation, have the potential to materially adversely affect our operations in Russia. In connection with the situation in Ukraine, the United States and the European Union have imposed sanctions against Russian officials and businesses that they own, prohibited or restricted the exportation of certain equipment, materials, technology and services to Russia and prohibited certain financial transactions involving Russia. These actions have limited our ability to conduct business in Russia and with Russian customers. If further sanctions are ordered by the United States or other international interests, such sanctions could materially adversely affect our operations in Russia.

Should current circumstances change in any of the foreign countries in which we operate, 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.

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We derive a substantial amount of our revenues from foreign operations and sales, which pose additional risks including economic, political and other uncertainties.

We conduct operations on a global scale. For fiscal 2015, 2014 and 2013, approximately 85%, 87% and 78%, 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;

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

import/export quotas and evolving export license requirements;

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;

terrorist attacks, including kidnappings of our personnel or those of our customers;

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

the United States or foreign countries could enact legislation or impose regulations or other restrictions, including unfavorable labor regulations, tax policies or economic sanctions (including current or additional economic sanctions relating to the dispute between Russia and the Ukraine), which could have an adverse effect on our ability to conduct business in or expatriate profits from the countries in which we operate; and

environmental conditions and regulatory controls or initiatives in some countries, which may not be consistently applied or enforced. 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.

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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.



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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 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 as is contained in the FCPA.

*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 capital requirements with cash generated from operations, cash reserves, issuance of common stock and short-term borrowings from commercial banks. Our capital requirements may continue to increase, primarily due to the expansion of our infrastructure in response to client demand for more lease pool equipment. 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

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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. Mr. Mitcham has recently taken a leave of absence in order to address certain health issues. The loss of the services of Mr. Mitcham for an extended period of time or the loss of other personnel could have a material adverse effect on our operations. In Mr. Mitcham's absence, Robert P. Capps, Executive Vice President-Finance and Chief Financial Officer, and Guy Malden, Executive Vice President-Marine Systems, have assumed the additional roles of Interim Co-Chief Operating Officers. In these roles, Mr. Capps and Mr. Malden have assumed Mr. Mitcham's duties and will be responsible for all day-to-day operations in close coordination with the Board of Directors.

### ***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.

### ***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.

In recent years, 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

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equipment. As of January 31, 2015, we have approximately 290,000 channels of ground recording equipment in our lease pool, of which approximately 90,000 channels are wireless, or cable-free, systems, manufactured by Sercel, Geospace and others.

Historically, there have been three major seismic equipment suppliers, Sercel, Inova and Geospace. Each of these companies currently offers 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 quarterly operating results.***

Our industry and the oil and gas industry in general are subject to cyclical fluctuations. Demand for our products and services depends upon spending levels by exploration and production companies for exploration, production, development and field management of oil and natural gas reserves.

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. These periodic fluctuations in our operating results could adversely affect our stock price.

### ***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.

### ***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. However, all of our agreements with Sercel have terminated. See Item 1 Business Key Supplier Agreements. For fiscal 2015, 2014 and 2013, approximately 31%, 33% and 32%, 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.

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***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. Heli-pickers and associated equipment that is manufactured by us 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. 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.

In August 2012, ION was found guilty of patent infringement in a suit brought against it by WesternGeco L.L.C. In May 2014, the court entered a final judgment, which is currently being appealed, specifying damages and an injunction. The matters at issue in this case involve certain technology used to steer marine streamers and certain products manufactured and sold by ION. We have owned one of these products in our lease pool; however, during fiscal 2014 we sold this equipment. It is our understanding that this verdict, if upheld upon appeal, could negatively impact the ability of our customers to utilize the technology at issue and therefore could limit the opportunities for us to include this equipment 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 patent, 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



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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;

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 as we deem necessary, 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 and Inventories.* 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

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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 exposed to risks relating to effectively maintaining inventory levels. Changes in product demand, product pricing, defective components and other factors can impact the appropriate level of inventories. We attempt to accurately predict these trends in order to avoid shortages, excesses or obsolete inventory. However, any of the factors above may adversely affect our operating results.

***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 and remedial obligations, and 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.



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*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 response to findings that emissions of carbon dioxide, methane and other greenhouse gases ( GHGs ) present an endangerment to the public health and the environment, the EPA has adopted regulations under existing provisions of the federal Clean Air Act that, among other things, require preconstruction and operating permits for certain large stationary sources. Facilities required to obtain preconstruction permits for their GHG emissions also will be required to meet best available control technology standards that will be established by the states or, in some cases, by the EPA on a case-by-case basis. In addition the EPA has adopted regulations requiring monitoring and annual reporting of GHG emissions from certain sources, including, among others, certain onshore and offshore oil and natural gas production facilities. In the absence of 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. In addition, the Obama Administration is expected to release a series of new regulations on the oil and gas industry in 2015, including federal standards limiting methane emissions. 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, in addition to any indirect impacts resulting from our customers' operations.

*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 involves the injection of water, sand and chemicals under pressure into targeted surface formations to fracture the surrounding rock and stimulate production. We do not perform hydraulic fracturing, but many of our customers use this technique. The process is typically regulated by state oil and gas commissions, but the EPA has asserted federal regulatory authority over hydraulic fracturing involving the use of diesel fuels and issued final permitting guidance in February 2014 addressing the performance of such activities using diesel fuels. In May 2014, the EPA issued an Advanced Notice of Proposed Rulemaking, seeking comment on the development of regulations under the Toxic Substances Control Act to require companies to disclose information regarding the chemicals used in hydraulic fracturing. At the state level, numerous 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. In addition, local government may seek to adopt ordinances within their jurisdiction regulating the time, place and manner of drilling activities in general or hydraulic fracturing activities in particular. If new federal, state or local 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.

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***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.***

Subsequent to the Deepwater Horizon incident in the Gulf of Mexico in April 2010, the Bureau of Ocean Energy Management ( BOEM ) and the Bureau of Safety and Environmental Enforcement ( BSEE ) have issued a series of Notice to Lessees ( NTLs ) imposing increasingly stringent regulatory requirements and permitting procedures and, at times, issue temporary drilling moratoria, for new wells to be drilled in federal waters of the Outer Continental Shelf. These agencies continue to seek to impose added environmental and safety measures upon exploration, development and production operators in the Gulf of Mexico. These regulatory initiatives may serve to effectively slow down the pace of drilling and production operations in the Gulf of Mexico due to adjustments in operating procedures and certification practices as well as increased lead times to obtain exploration and production plan reviews, develop drilling applications, and apply for and receive new well permits. These new requirements also increase the cost of preparing permit applications and will increase the cost of each new well, particularly for wells drilled in deeper waters on the Outer Continental Shelf. Offshore oil and natural gas exploration and production operators, some of whom are our customers, could become subject to fines, penalties or orders requiring them to modify or suspend operations in the Gulf of Mexico if they fail to comply with these requirements. Moreover, if similar oil spill incidents were to occur in the future in the Gulf of Mexico or elsewhere where our customers conduct operations, the United States or other countries could elect to again issue directives to temporarily cease drilling activities and, in any event, may from time to time issue further safety and environmental regulatory initiatives regarding offshore oil and gas exploration and development activities, which any one or more of such events could have a material adverse effect on our customer s volume of business, which in turn could adversely affect demand for our services and our financial position, results of operation and cash flows.

***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.

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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.

***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.

***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

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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 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:

Location	Type of Facility	Size (in square feet)	Owned or Leased	Segment Using Property
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	22,600	Leased	Equipment Leasing
Bogota, Colombia	Office and warehouse	23,600	Leased	Equipment Leasing
Budapest, Hungary	Office and warehouse	12,000	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, 2014:</u></b>		
First Quarter	\$ 18.00	\$ 13.81
Second Quarter	18.41	13.98
Third Quarter	18.00	14.40
Fourth Quarter	17.82	15.00
<b><u>Fiscal Year Ended January 31, 2015:</u></b>		
First Quarter	\$ 15.52	\$ 13.05
Second Quarter	15.80	12.89
Third Quarter	13.82	9.67
Fourth Quarter	10.46	5.14

As of April 7, 2015, there were approximately 5,200 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, 2015, we had deposits in foreign banks equal to approximately \$3.7 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, 2010 through January 31, 2015, 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, 2010, and that all dividends were reinvested.

	1/10	1/11	1/12	1/13	1/14	1/15
<b>Mitcham Industries, Inc.</b>	<b>100.00</b>	<b>148.92</b>	<b>296.89</b>	<b>200.27</b>	<b>204.05</b>	<b>75.81</b>
<b>S&amp;P Smallcap 600</b>	<b>100.00</b>	<b>130.93</b>	<b>140.75</b>	<b>162.49</b>	<b>208.71</b>	<b>221.55</b>
<b>Peer Group</b>	<b>100.00</b>	<b>135.73</b>	<b>121.27</b>	<b>125.43</b>	<b>65.53</b>	<b>28.18</b>

The Peer Company Index consists of: Compagnie Generale de Geophysique (NYSE: CGG), 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 2015.

**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,				
	2015	2014	2013	2012	2011
(Amounts in thousands, except per share amounts)					
<b>Statement of Income Data:</b>					
Total revenues	\$ 83,146	\$ 92,108	\$ 104,685	\$ 112,834	\$ 71,363
Operating (loss) income	(6,745)	5,805	13,902	34,544	6,921
(Loss) income from continuing operations	(9,192)	4,768	17,051	24,321	4,729
(Loss) income from continuing operations per common share basic	(0.74)	0.37	1.34	2.13	0.48
Income from continuing operations per common share diluted	(0.74)	0.36	1.29	2.02	0.46
<b>Balance Sheet Data:</b>					
Cash and short-term investments (including restricted cash)	5,359	15,243	15,951	15,385	14,647
Seismic equipment lease pool and property and equipment, net	100,087	129,573	119,608	120,377	79,095
Total assets	179,611	205,419	190,407	198,229	137,971
Long-term debt	23,137	22,125	4,238	12,784	23,343
Total liabilities	33,137	34,971	14,094	42,795	43,256
Total shareholders' equity	146,474	170,448	176,313	155,434	94,715

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. 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,		
	2015	2014	2013
	(in thousands)		
<b>Revenues:</b>			
Equipment Leasing	\$ 59,830	\$ 67,022	\$ 73,516
Seamap	23,805	25,252	32,210
Less inter-segment sales	(489)	(166)	(1,041)
<b>Total revenues</b>	<b>83,146</b>	<b>92,108</b>	<b>104,685</b>
<b>Cost of sales:</b>			
Equipment Leasing	48,622	47,825	53,320
Seamap	11,675	12,653	14,817
Less inter-segment costs	(405)	(385)	(865)
<b>Total direct costs</b>	<b>59,892</b>	<b>60,093</b>	<b>67,272</b>
<b>Gross profit</b>			
Equipment Leasing	11,208	19,197	20,196
Seamap	12,130	12,599	17,393
Inter-segment amounts	(84)	219	(176)
<b>Total gross profit</b>	<b>23,254</b>	<b>32,015</b>	<b>37,413</b>
<b>Operating expenses:</b>			
General and administrative	24,958	23,669	22,539
Provision for (recovery of) doubtful accounts	2,850	1,048	(428)
Depreciation and amortization	2,191	1,493	1,400
<b>Total operating expenses</b>	<b>29,999</b>	<b>26,210</b>	<b>23,511</b>
<b>Operating income</b>	<b>\$ (6,745)</b>	<b>\$ 5,805</b>	<b>\$ 13,902</b>
<b>EBITDA (1)</b>	<b>\$ 27,473</b>	<b>\$ 37,053</b>	<b>\$ 48,452</b>
<b>Adjusted EBITDA (1)</b>	<b>\$ 30,583</b>	<b>\$ 38,196</b>	<b>\$ 50,038</b>
<b>Reconciliation of Net Income to EBITDA and Adjusted EBITDA</b>			
Net (loss) income	\$ (9,192)	\$ 4,768	\$ 17,051
Interest expense (income), net	673	(10)	(11)
Depreciation, amortization and impairment	36,986	31,037	34,939
Provision (benefit) provision for income taxes	(994)	1,258	(3,527)
<b>EBITDA (1)</b>	<b>27,473</b>	<b>37,053</b>	<b>48,452</b>
Non-cash foreign exchange losses (gains)	1,812		
Stock-based compensation	1,298	1,143	1,586
<b>Adjusted EBITDA (1)</b>	<b>\$ 30,583</b>	<b>\$ 38,196</b>	<b>\$ 50,038</b>
<b>Reconciliation of Net Cash Provided by Operating Activities to EBITDA</b>			
Net cash provided by operating activities	\$ 25,205	\$ 21,215	\$ 44,257
Stock-based compensation	(1,298)	(1,143)	(1,586)
Provision for doubtful accounts	(2,835)	(1,048)	636

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Changes in trade accounts and contracts receivable	(605)	9,142	(13,331)
Interest paid	860	342	533
Taxes paid, net of refunds	268	215	9,177
Gross profit from sale of lease pool equipment	2,061	4,556	5,369
Changes in inventory	279	2,836	(718)
Changes in accounts payable, accrued expenses and other current liabilities	2,303	(100)	4,091
Changes in prepaid expenses and other current assets	4,414	1,335	(307)
Other	(3,179)	(297)	331
<b>EBITDA (1)</b>	<b>\$ 27,473</b>	<b>\$ 37,053</b>	<b>\$ 48,452</b>

(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 non-cash foreign exchange gains and losses and 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

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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 Credit Agreement contains financial covenants based on EBITDA or Adjusted 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, 2015 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 and Digishot 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. Our results of operations, particularly those of our Equipment Leasing segment, can also experience fluctuations in activity levels due to matters unrelated to seasonal or weather factors. These factors include the periodic shift of seismic exploration activity from one geographic region to another and difficulties encountered by our customers due to permitting and other logistical challenges. 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 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. The level of marine seismic data acquisition activity is indicated by the number of seismic vessels in operation around the world. Because an accurate and reliable census of active crews and active vessels 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.

In recent months there has been a dramatic decline in worldwide oil prices. In response to this, many oil and gas companies have reduced exploration budgets. This has in turn resulted in the cancellation or postponement of many seismic exploration projects which has had, and is expected to continue to have, a negative impact on our business. The downturn in seismic exploration activity has resulted in an excess of equipment within the industry, both land and marine. In response to this reduced activity and excess capacity, many seismic contractors are attempting to reduce cost, including, in the case of marine contractors, retiring older vessels. The industry has also experienced consolidation recently, particularly among land contractors. Vessel retirements and consolidation among contractors can have a short-term negative effect on the demand for our services and equipment. However, we believe such actions are beneficial to the industry in general and benefit us in the long-term.

We believe it likely that the recent lower level of oil prices and general slowdown in seismic exploration projects will continue at least through our fiscal year ending January 31, 2016 ( fiscal 2016 ). Therefore, we expect lower levels of leasing revenue in fiscal 2016 as compared to fiscal 2015. However, we are not able to quantify the magnitude of such reduction at this time. Although we believe the overall level of seismic exploration activity is reduced and much uncertainty remains, we think activity varies among geographic regions.

North America, particularly Canada, appears to be most affected by the recent decline in activity. Industry sources estimate that approximately 15 land seismic crews operated in Canada during the 2014-2015 winter season, as compared to more than 40 crews during that period three years ago. This is expected to have a material negative effect on our revenues in the first quarter of fiscal 2016. While overall activity is expected to be reduced in North America in fiscal 2016, we are aware of certain significant projects that are planned. However, there can be no certainty that these planned projects will proceed or that we will have the opportunity to provide equipment for any such projects.

We expect land seismic exploration activity in Latin America to be reduced in fiscal 2016, as compared to fiscal 2015. Certain large projects that occurred in fiscal 2015 are not expected to repeat in fiscal 2016. Parts of Latin America, such as Colombia, continue to be difficult areas in which to operate for our customers due to logistical, regulatory and security issues. Lower oil prices have introduced additional uncertainty regarding the economic viability of some projects, including those in Mexico.

The general level of activity within the seismic industry in Russia has been relatively robust from our perspective recently. However, economic issues caused by the decline in oil prices and the devaluation of the ruble versus the U.S. dollar have created difficulties and uncertainty. The factors caused us to renegotiate certain contracts that are on-going in the first quarter of fiscal 2016. These renegotiated contracts provide for lower pricing than did the original contracts, thereby negatively affecting our revenues. It is uncertain how these factors will impact our business in Russia and the CIS over the balance of fiscal 2016.

Our land leasing activity in Europe has increased over the past three years. Despite the overall decline in seismic exploration activity, we believe there are continued opportunities in Europe for our services and equipment. During fiscal 2015, we repositioned certain equipment into this region in order to take advantage of any such opportunities.

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We believe there are other areas of opportunity for our land leasing business, including the Middle East, North Africa, Asia and the Pacific Rim. We have been active in each of these regions in recent years; however, the level of activity has varied. Based on discussion with our customers and other industry participants, we understand there are significant projects planned in these areas in fiscal 2016. There can be no assurance, however, that those projects will proceed or that we will have the opportunity to participate in any such projects.

Marine leasing activity has declined significantly over the past three years. We believe this is due in large part to an excess of equipment in the marine seismic market. As marine contractors have sought to reduce costs by retiring older vessels an excess of used equipment has become available, thereby reducing the demand for rental equipment. We believe this excess of available equipment will continue into fiscal 2016. However, during the fourth quarter of fiscal 2015, we began to experience an increase in inquiries for the rental of certain marine equipment. While this is an encouraging development, it is unclear what effect this will have on our revenues from the rental of marine equipment in fiscal 2016.

Revenue from the rental of downhole seismic tools has increased over the past three years. This equipment is most often used in applications related to the development of oil and gas properties, such as frac monitoring or reservoir monitoring programs. Accordingly, the degree to which current oil prices and exploration activity influence demand for these products can be different from that for our other equipment. We generally expect demand for these products to remain relatively constant during fiscal 2016 as compared to fiscal 2015.

The market for products sold by Seamap 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. 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, including the product lines purchased in fiscal 2015, our business for replacements, spare parts, repair and support services has expanded. The overall decline in seismic exploration activity has had, and can be expected to continue to have, an impact on the demand from Seamap's products and services. However, we believe the expansion of our product offerings and the desire for customers to upgrade to newer, more efficient technology will mitigate this impact to some extent. We also believe that Seamap has been successful in penetrating new markets recently, partially due to the product lines purchased from ION in fiscal 2015. We continue to have discussions with existing and potential customers regarding new products and enhancement to existing products in order to better meet the needs of the marine seismic industry.

In June 2013, we entered into a manufacturing arrangement with Petroleum Geo-Services ASA ( PGS ), one of the largest marine seismic contractors in the world. Under this arrangement, we manufacture and sell to PGS a customized and proprietary marine energy source controller that is based on our GunLink 4000 product (the PGS SourceLink ). We have previously collaborated with PGS to develop PGS SourceLink. We expect PGS SourceLink will be deployed on the majority of PGS' fleet of seismic vessels; however, current industry conditions will likely result in a delay in the complete deployment of the new products. The deployment will take place over a period of several years.

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 remain at current depressed levels or decline from current levels, we could see a material change in the level of our business and our income from operations.

In response to the decline in demand for our equipment and what we believe to be an excess of equipment in the market, we reduced the additions to our lease pool in fiscal 2015. During this period, we added approximately \$11.8 million of equipment to our lease pool, as compared to approximately \$49.0 million in fiscal 2014 and approximately \$39.1 million in fiscal 2013. We plan to further reduce additions to our lease pool in fiscal 2016 to approximately \$5.0 million. We expect any such additions will be limited to maintenance of our existing equipment or additional ancillary items that will enhance our ability to lease existing equipment. However, should industry conditions change, or unusual opportunities present themselves, we could revise our planned leased pool additions.

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Historically, there have been two or three primary manufacturers of land seismic equipment. Recently, the industry has seen the emergence of additional entities seeking to introduce new equipment, particularly wireless recording equipment. Accordingly, significant competition among these new and existing manufacturers has developed. This competition has, we believe, led to pricing pressure for the manufacturers of equipment. While we benefit from lower prices for new equipment, this situation has also begun to have a negative impact on the pricing for our products and services. We have not been able to determine the magnitude of this impact on our results to date.

We believe one of our key competitive advantages is our broad geographic footprint and ability to operate in a number of areas. We have accomplished this over the past several years by establishing subsidiaries and branch operations such that we now operate in nine countries. In response to a decline in activity in some regions, we have taken steps to reduce costs such as by reducing personnel. We will continue to monitor our costs in relation to our activity, but at this time we have no plans to eliminate any of our operating locations. Should industry conditions improve, or should particular opportunities arise, we may seek to expand our operating locations either by establishing green field operations or by acquiring other businesses.

A significant portion of our revenues are generated from foreign sources. For fiscal 2015, 2014 and 2013, revenues from international customers totaled approximately \$70.5 million, \$80.0 million and \$81.2 million, respectively. These amounts represent 85%, 87% and 78% 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 2015, we recorded an operating loss of approximately \$6.7 million, compared to operating income of approximately \$5.8 million for fiscal 2014 and approximately \$13.9 million for fiscal 2013. The decrease in fiscal 2015 from fiscal 2014 relates primarily to lower equipment sales, higher depreciation expense, higher bad debt expense and higher foreign exchange losses. The decrease in fiscal 2014 from fiscal 2013 relates primarily to lower gross profits from Seemap and lower leasing revenues, offset by lower depreciation expense.

The gross profit for our Equipment Leasing segment was approximately \$11.2 million in fiscal 2015, compared to approximately \$19.2 million in fiscal 2014 and approximately \$20.2 million in fiscal 2013. The decline between fiscal 2014 and 2015 is due primarily to lower equipment sales and higher depreciation expense. In fiscal 2014, we experienced lower leasing revenues as compared to fiscal 2013, but this decrease was largely offset by lower depreciation costs. Our Seemap segment recorded gross profit of approximately \$12.1 million, \$12.6 million and \$17.4 million in fiscal 2015, 2014 and 2013, respectively. The decrease in fiscal 2014 from fiscal 2013 resulted from lower revenues as more fully described below.

**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:

	2015	Years Ended January 31, 2014 (in thousands)	2013
<b>Revenues:</b>			
Equipment leasing	\$ 48,312	\$ 46,756	\$ 54,592
Lease pool equipment sales	3,158	6,851	11,412
New seismic equipment sales	1,050	775	1,282
SAP equipment sales	7,310	12,640	6,230
	59,830	67,022	73,516
<b>Cost of sales:</b>			
Lease pool depreciation	34,493	29,663	33,594
Direct costs – equipment leasing	6,689	5,517	8,200
Cost of lease pool equipment sales	1,097	2,295	6,043
Cost of new seismic equipment sales	643	616	655
Cost of SAP equipment sales	5,700	9,734	4,828
	48,622	47,825	53,320
<b>Gross profit</b>	\$ 11,208	\$ 19,197	\$ 20,196
<b>Gross profit margin</b>	19%	29%	27%

Equipment leasing revenues increased approximately 3% in fiscal 2015 as compared to fiscal 2014. This increase was due primarily to higher land leasing revenues in the United States, Latin America, Europe, the Pacific Rim, the Middle East and higher down hole leasing revenues. These increases were partially offset by lower land leasing revenue in Canada and Russia and lower marine leasing revenues. In fiscal 2014, leasing revenues declined 14% as compared to fiscal 2013. This decline was mainly due to lower land leasing revenues in the United States and Latin America and lower marine leasing revenues. These declines were partially offset by increased land leasing revenues in Russia, Europe and the Pacific Rim and increased leasing revenue for downhole seismic tools.

Land leasing activity in the United States in fiscal 2015 was significantly above that of fiscal 2014, yet below the level of fiscal 2013. As discussed previously, seismic exploration activity in the United States has been generally subdued. Our revenues in these regions in fiscal 2015 and fiscal 2013 were positively impacted by certain relatively large projects.

Equipment leasing revenues in Latin America increased in fiscal 2015 over fiscal 2014 primarily due to the impact of two large projects during fiscal 2015. In fiscal 2014, leasing revenues in this region declined significantly from those in fiscal 2013 due in large part to logistical, regulatory and security issues that impact this area.

In fiscal 2015, our revenues from land leasing activity in Europe increased over those in fiscal 2014 as the general level of activity in that region increased. We had expected a large project that took place in the third quarter of fiscal 2015 to continue into the fourth quarter. However, due to the uncertainty created by the rapid decline in oil prices, an extension of that project was delayed and did not begin until fiscal 2016. That project is expected to continue through much of fiscal 2016. Leasing revenues in Europe increased significantly in fiscal 2014 over fiscal 2013 as certain economic, political and environmental issues that had delayed many projects were resolved.

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Our land leasing revenues from other geographic areas, such as Africa and the Middle East increased each year from fiscal 2013 to fiscal 2015. We believe this increase is the result of increased sales and marketing efforts in this region and with particular customers that are active in that region.

During fiscal 2015 and fiscal 2014, revenues from our down hole leasing business increased from that of the previous year. We believe that increased activity in such programs in North America reflects the focus on development operations by oil and gas companies. Also contributing to this improvement was increased revenue from projects outside of North America, including Latin America and the Middle East.

Revenues from our marine leasing decreased significantly in fiscal 2015 compared to fiscal 2014 and between fiscal 2013 and fiscal 2014. We believe these declines are due in part to consolidation within the marine seismic industry, which has, in our opinion, resulted in an excess of equipment available in the market. We believe this excess of equipment to be temporary. During fiscal 2014, we sold certain equipment from our marine lease pool as we believe the market for this particular equipment to be declining rapidly. The sale of this equipment did result in a significant gain (see discussion of lease pool equipment sales below); however, the equipment had contributed significant leasing revenues.

From time to time, we sell equipment from our lease pool based on specific customer demand or in order to redeploy 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. With the recent general decline in demand for equipment, there have been fewer opportunities to sell equipment from our lease pool. Accordingly, revenues from these transactions have declined over the past three years. The gross profit from the lease pool equipment sales amounted to approximately \$2.1 million in fiscal 2015, \$4.6 million in fiscal 2014, and \$5.4 million in fiscal 2013. 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. In addition, we regularly sell equipment that we produce for use in deploying and retrieving seismic equipment by helicopter and sell certain ancillary marine equipment. The sale of marine equipment may include associated installation services. The gross profit from new seismic equipment sales amounted to approximately \$407,000 in fiscal 2015, \$159,000 in fiscal 2014, and \$627,000 in fiscal 2013.

SAP regularly sells new hydrographic and oceanographic equipment to customers in Australia and throughout the Pacific Rim. Demand from customers in the Philippines and China, who are most often governmental organizations, has generally been strong over the past three years; however, revenues from year to year can vary significantly due to the timing of discrete orders. The gross profit from the sale of new seismic, hydrographic and oceanographic equipment by SAP amounted to approximately \$1.6 million in fiscal 2015, \$2.9 million in fiscal 2014, and \$1.4 million in fiscal 2013.

Lease pool depreciation expense for fiscal 2015 amounted to approximately \$34.4 million, as compared to approximately \$29.7 million in fiscal 2014 and approximately \$33.6 million in fiscal 2013. The increase in fiscal 2015 over fiscal 2014 reflects lease pool additions made in the fourth quarter of fiscal 2014. The decline in fiscal 2014 from fiscal 2013 reflects certain equipment coming to the end of its depreciable life. We reduced our lease pool additions in fiscal 2015 and expect to further reduce such additions in fiscal 2016. Therefore, as existing assets become fully depreciated we expect lease pool depreciation expense to decline. 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. At January 31, 2015, lease pool assets with an acquisition cost of approximately \$66 million were fully depreciated, yet remained in service. This compares to \$68.0 million at January 31, 2014. These assets, though fully depreciated, are expected to continue to generate revenues through leasing activity.



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We recorded direct costs related to seismic leasing for fiscal 2015 in the amount of approximately \$6.7 million as compared to approximately \$5.5 million in fiscal 2014 and approximately \$8.2 million in fiscal 2013. These costs as a percentage of leasing revenues for fiscal 2015, 2014 and 2013 are 13.8%, 11.8% and 15.0%, respectively. Direct costs typically fluctuate with leasing revenues, as the three main components of direct costs are freight, repairs and sublease expense. However, a portion of these costs are fixed, such as warehouse and employee related expenses. Operating costs in fiscal 2015 increased as a percentage of leasing revenues compared to fiscal 2014 primarily due to costs associated with subleasing certain equipment and the cost to reposition equipment to different geographic regions. Fiscal 2013 operating expenses also included significant costs associated with repositioning equipment to different geographic regions.

**Seamap**

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

	Years Ended January 31,		
	2015	2014	2013
	(in thousands)		
Equipment sales	\$ 23,805	\$ 25,252	\$ 32,210
Cost of equipment sales	11,675	12,653	14,817
Gross profit	\$ 12,130	\$ 12,599	\$ 17,393
Gross profit margin	51%	50%	54%

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 which does not necessarily indicate a fundamental change in demand for these products. Although recently there has been a softening of demand within the marine seismic industry in general, we believe that we have continued to experience 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 2015, Seamap did experience a decline in demand for its products and a delay in the delivery schedule for certain projects as marine contractors revised spending plans in response to the decline in oil prices. However, that decline in demand was partially offset by sales related to the product lines acquired from ION in May 2014. During fiscal 2015 we delivered two digital energy source controller systems and two RGPS positioning systems. In fiscal 2014, we delivered two digital energy source controller systems and four RGPS positioning systems. During fiscal 2013, we delivered four digital energy source controller systems and four RGPS positioning systems. As we have increased our installed base of products, we have generated increased revenues from the sale of spare parts, repairs and support services. As of January 31, 2015, Seamap had a backlog of approximately \$7.7 million, as compared to approximately \$5.5 million as of January 31, 2014 and \$2.2 million as of January 31, 2013. We expect that all orders included in backlog as of January 31, 2015 will be completed during fiscal 2016. 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 lower in fiscal 2015 and 2014 than in fiscal 2013 due primarily to the effect of lower absorption of fixed overhead costs.

**Operating Expenses**

General and administrative expenses for fiscal 2015 amounted to approximately \$25.0 million, compared to approximately \$23.7 million and \$22.5 million in fiscal 2014 and 2013, respectively. As a percentage of revenues general and administrative expenses represented approximately 30%, 26%, and 22% of revenues in each of the years ended January 31, 2015, 2014 and 2013, respectively. The higher expenses relate primarily to personnel related costs associated with increased headcount and lower absorption of fixed costs in our manufacturing operation. These increases were partially offset by lower incentive compensation expense. In the fourth quarter

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of fiscal 2015 we implemented programs to reduce costs in reaction to the downturn in the seismic industry, including reducing headcount and other personnel costs. The effect of these measures is not reflected in our fiscal 2015 operating results.

Due to the decline in seismic exploration activity, we think it now more likely that certain of our customers will encounter financial difficulties and may be unable to fully satisfy their financial obligations to us. Therefore, in fiscal 2015, we provided approximately \$2.9 million for doubtful accounts. In fiscal 2014, we provided approximately \$1.0 million for doubtful accounts receivable in Latin America and Asia. During fiscal 2013, we recovered approximately \$428,000 in accounts receivable that had previously been deemed uncollectable. At January 31, 2015 and 2014, we had trade accounts and note receivables over 90 days past due of approximately \$17.1 million and \$13.4 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 not necessarily indicative of an account becoming uncollectable. As of January 31, 2015 and 2014, our allowance for doubtful accounts receivable amounted to approximately \$6.3 million and \$3.8 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. The increase in depreciation and amortization expense in fiscal 2015 relates to intangible assets acquired in May 2014 in connection with the ION product lines.

### **Other Income and Expense**

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 the Credit Agreement, Predecessor Credit Agreement, and in fiscal 2015, the Seemap Credit Facility. Increased interest expense in fiscal 2015 as compared to fiscal 2014 resulted from higher average borrowings under the Credit Agreement and amounts outstanding under the Seemap Credit Facility. Interest expense decreased in fiscal 2014 from fiscal 2013 primarily due to lower average borrowings.

Other income and expense relates primarily to net foreign exchange losses and gains. These gains and losses resulted primarily from two situations. Certain of our foreign operations have a functional currency of the U.S. dollar yet have cash, accounts receivable and accounts payable denominated in other currencies. These operations generally have net assets denominated in these other currencies. As the U.S. dollar strengthens against these other currencies, a foreign exchange loss arises. In fiscal 2015, we incurred approximately \$1.3 million of exchange losses of this nature primarily due to the strengthening of the U.S. dollar versus the Euro and the Colombian Peso. In the second situation, certain of our foreign operations have a functional currency of the local currency yet have cash, accounts receivable and accounts payable denominated in the U.S. dollar. These operations generally have net liabilities denominated in U.S. dollars, including inter-company obligations. In fiscal 2015, we incurred approximately \$1.8 million of exchange losses of this type, primarily related to the strengthening of the U.S. dollar versus the Russian ruble and the Canadian dollar. We believe gains and losses of this type are non-cash items and are considered in our calculation of Adjusted EBITDA. The majority of the losses of both types, described above, occurred in the fourth quarter of fiscal 2015 as the U.S. dollar strengthened significantly against most currencies during this period. In fiscal 2014 and 2013 we incurred net exchange gains of approximately \$231,000 and exchange losses of approximately \$389,000, respectively.

### **Provision for Income Taxes**

In fiscal 2015, our provision for income taxes was a benefit of approximately \$1.0 million, which is an effective tax rate of approximately 10%. This is less than the U.S. statutory rate of 34% due primarily to a valuation allowance provided against certain deferred tax assets, the effect of lower average tax rates in foreign jurisdictions and foreign withholding taxes. In fiscal 2015, we evaluated the likelihood of recovery for our deferred tax assets in light of all available positive and negative evidence. As a result of that evaluation, we established a valuation allowance amounting to approximately \$1.4 million related to those deferred tax assets.

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In fiscal 2014, our provision for income taxes was approximately \$1.3 million, reflecting an effective tax rate of approximately 21%. The effective tax rate differs from the U.S. statutory rate of 34% for that period primarily due to earnings that are taxed in foreign jurisdictions with lower tax rates.

Our provision for income taxes in fiscal 2013 was a benefit of approximately \$3.5 million. This benefit results from the settlement with the Canadian Revenue Authority and the U.S. 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 of 34% for the period 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.

**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, the Credit Agreement, the Predecessor Credit Agreement and the Seamax Credit Facility. 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.

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 facilities, 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,		
	2015	2014	2013
	(in thousands)		
Net cash provided by operating activities	\$ 25,205	\$ 21,215	\$ 44,257
Net cash used in investing activities	(31,242)	(37,207)	(34,697)
Net cash (used in) provided by financing activities	(5,434)	16,809	(9,875)
Effect of changes in foreign exchange rates on cash and cash equivalents	1,484	(805)	178
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(9,987)</b>	<b>12</b>	<b>(137)</b>

As of January 31, 2015, we had working capital of approximately \$44.1 million and cash and cash equivalents of approximately \$5.4 million, as compared to working capital of approximately \$49.7 million and cash and cash equivalents of approximately \$15.2 million at January 31, 2014. Our working capital decreased from January 31, 2014 to January 31, 2015 primarily due to purchases of lease pool equipment, the ION asset purchase and repurchases of our common stock. These items were partially offset by working capital generated by operations.

*Cash Flows From Operating Activities.* Cash flows provided by operating activities amounted to approximately \$25.2 million in fiscal 2015 as compared to approximately \$21.2 million in fiscal 2014 and \$44.3

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million in fiscal 2013. In fiscal 2015, the primary sources of cash provided by operating activities was our net loss of \$9.2 million net non-cash charges, including depreciation and amortization totaling approximately \$37.0 million. The net change in other current assets and liabilities decreased net cash provided by operating activities for fiscal 2015 by approximately \$4.7 million. This change was primarily due to an increase in prepaid expenses and other current assets of approximately \$4.4 million.

*Cash Flows From Investing Activities.* In fiscal 2015, 2014 and 2013, we acquired approximately \$11.8 million, \$49.0 million and \$39.1 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, 2015, our accounts payable included approximately \$72,000 related to lease pool purchases. As of January 31, 2014, the amount in accounts payable related to lease pool purchases was approximately \$7.7 million, while the comparable amount as of January 31, 2013 was approximately \$4.3 million. Additionally, in fiscal 2014, we added approximately \$2.0 million of equipment to our lease pool in partial settlement of an account receivable with a customer. This addition did not involve the expenditure of cash on our part. Accordingly, our Consolidated Statements of Cash Flows for fiscal 2015, 2014 and 2013 indicated purchases of equipment held for lease of approximately \$19.4 million, \$43.5 million and \$44.7 million, respectively. We expect to continue adding to our lease pool of equipment during fiscal 2016, but do not currently believe those additions will be at the same level as fiscal 2015. We currently estimate that lease pool purchases during fiscal 2016 will be approximately \$5.0 million. During fiscal 2015, we purchased certain product lines from ION for cash of approximately \$14.5 million. This acquisition was financed with cash on hand and proceeds from our revolving credit facility. Subsequent to the completion of the transaction, Seemap entered into a \$10.0 million term loan facility. We used the proceeds from that facility to repay amounts borrowed under the Credit Agreement, as discussed below. Cash flows from investing activities for each of the fiscal years ended January 31, 2015, 2014 and 2013 reflect proceeds of approximately \$3.2 million, \$6.9 million and \$11.4 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 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.

*Cash Flows From Financing Activities.* During fiscal 2015, we made net repayment of borrowings under our revolving credit facility of \$5.0 million. In fiscal 2014, we had net borrowings under our revolving credit facility totaling approximately \$18.0 million. These proceeds were used primarily to fund the purchase of lease pool equipment. Included within financing activities are net payments on our revolving line of credit of approximately \$8.6 million in fiscal 2013. As discussed above, Seemap entered into a term loan facility to partially finance the acquisition of product lines from ION. Proceeds from this facility were \$10.0 million. During fiscal 2015 we made \$800,000 of scheduled repayments under this facility. In fiscal 2014, our Board of Directors authorized the repurchase of up to 1.0 million shares of our common stock. During fiscal 2015, we repurchased 852,100 shares at a cost of approximately \$9.8 million, which completed the authorized purchases. In fiscal 2014 we repurchased 147,900 shares at a cost of approximately \$2.2 million pursuant to this program. In the fourth quarter of fiscal 2015 our Board of Directors authorized the repurchase of up to an additional 1.0 million shares of our common stock. As of April 7, 2015, we had not purchased any shares pursuant to this additional authorization.

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. In addition, from time to time we must post bonds in connection with bid, delivery or warranty obligations. 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 January 31, 2015, we had provided stand-by letters of credit totaling approximately \$380,000 under the Credit Agreement and the Seemap Credit Facility related to such obligations.

On August 2, 2013, we entered into a syndicated \$50 million, secured, three-year revolving credit agreement (the Credit Agreement ) with HSBC Bank USA, N.A. ( HSBC ) as administrative agent. The Credit Agreement

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replaced our existing \$50 million revolving credit agreement with First Victoria National Bank (the Predecessor Credit Agreement). Proceeds from the Credit Agreement may be used for working capital and general corporate needs. Up to \$10.0 million of the Credit Agreement may be used to secure letters of credit.

The Credit Agreement provides for Eurodollar loans, which bear interest at the Eurodollar base rate, plus a margin of from 2.50% to 3.50% based on our leverage ratio and for ABR loans which bear interest at the applicable base rate plus a margin of from 1.50% to 2.50% based on our leverage ratio. As of January 31, 2015, the margins for Eurodollar loans and ABR loans were 2.75% and 1.75%, respectively. We have agreed to pay a commitment fee on the unused portion of the Credit Agreement of from 0.375% to 0.50% based on our leverage ratio. As of January 31, 2015, the commitment fee rate was 0.375%.

Amounts available under the Credit Agreement are subject to a borrowing base which is determined based primarily on the appraised value of our domestic lease pool equipment and certain accounts receivable. We believe that as of April 7, 2015, the full \$50.0 million, less any amounts outstanding, is available to us. The Credit Agreement is secured by essentially all of our domestic assets and 65% of the capital stock of Mitcham Holdings Ltd., which is the holding company for all of our foreign subsidiaries.

The Credit Agreement contains customary representations, warranties, conditions precedent to credit extensions, affirmative and negative covenants and events of default. The negative covenants include restrictions on liens, additional indebtedness, other than indebtedness to HSBC, in excess of \$5.0 million, acquisitions, fundamental changes, dispositions of property, restricted payments, transactions with affiliates and lines of business. The events of default include a change in control provision.

The Credit Facility contains certain financial covenants that require us to maintain a maximum ratio of debt to adjusted EBITDA, a minimum ratio of fixed charges to adjusted EBITDA and, in certain circumstances, a maximum ratio of capital expenditures to adjusted EBITDA, all as defined in the Credit Agreement. As indicated by the following chart, we were in compliance with all financial covenants as of January 31, 2015:

Description of Financial		Actual for the four quarters
Covenant	Required Amount	ended January 31, 2015
Leverage Ratio	Not more than 2.00 to 1.00	0.87 to 1.00
Fixed Charge Coverage Ratio	Not less than 1.25 to 1.00	6.86 to 1.00
Capital Expenditures to	Not more than 1.0 to 1.0, when Adjusted	not applicable, Adjusted
Adjusted EBITDA Ratio	EBITDA is less than \$22.0 million for trailing four quarters	EBITDA \$30.6 million

As of April 7, 2015 borrowings of approximately \$15 million and letters of credit totaling approximately \$1.2 million were outstanding under the Credit Agreement.

In August 2014, Seemap Singapore entered into a \$15.0 million credit facility with HSBC Singapore (the Seemap Credit Facility). The facility consists of a \$10.0 million term loan, a \$3.0 million revolving credit facility, and a \$2.0 million banker's guarantee facility. The term facility provides for eleven quarterly principal payments of \$800,000 and a final payment of \$1,200,000 on or before August 22, 2017. Interest on the term facility is payable quarterly at LIBOR plus 2.75%. Under the revolving credit facility, Seemap Singapore may borrow up to \$3.0 million from time to time for working capital and other general corporate purposes. Borrowings under this facility bear interest at LIBOR plus 3.00%. Under the banker's guarantee facility HSBC Singapore will, from time to time as requested, issue banker's guarantees for performance, customs or bid bonds. The Seemap Credit Facility is secured by essentially all of the assets of Seemap Singapore and by a corporate guarantee by Mitcham Industries, Inc. The agreement contains customary representations, warranties, affirmative and negative covenants and events of default. The negative covenants include restrictions on Seemap Singapore related to liens, additional indebtedness, acquisitions, fundamental changes, dispositions of property, restricted

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payments, transactions with affiliates and lines of business. The agreement contains financial covenants that require Seamap Singapore to maintain a minimum net worth and a minimum ratio of debt to EBITDA, both as defined in the agreement.

As of April 7, 2015, borrowings of approximately \$9.3 million and letters of credit totaling approximately \$118,000 were outstanding under the Seamap Credit Facility.

Our average borrowing levels under the Credit Agreement, Predecessor Credit Agreement and the Seamap Credit Facility for fiscal 2015, 2014 and 2013 were approximately \$26.3 million, \$5.0 million and \$13.0 million, respectively.

The following table sets forth estimates of future payments of our consolidated contractual obligations as of January 31, 2015 (in thousands):

Contractual Obligations	Total	Payments Due by Period			More Than 5 Years
		Less Than 1 Year	1-3 Years	3-5 Years	
Long-term debt	\$ 26,355(1)	\$ 3,218	\$ 23,137	\$	\$
Operating leases	3,288	1,264	1,590	434	
Purchase obligations	4,820	4,820			
Total	\$ 34,463	\$ 9,302	\$ 24,727	\$ 434	\$

- (1) Amount does not include interest of approximately \$1.2 million that would be incurred if this amount were outstanding through the term of the Credit Agreement.

In January 2015, our Board of Directors authorized an extension to our 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 the Credit Agreement.

We regularly evaluate opportunities to expand our business through the acquisition of other companies, businesses or product lines. If we were to make any such acquisitions, we believe they could generally be financed with a combination of cash on hand and proceeds from the Credit Agreement. However, should these sources of financing not be adequate, we may seek other sources of capital in order to fund the acquisitions. These additional sources of capital include additional bank credit agreements or the issuance of debt or equity securities.

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, 2015 we estimate that these undistributed earnings amount to approximately \$61.0 million and that the distribution of these earnings would result in additional taxes of approximately \$9.0 million. As of January 31, 2015, we had deposits in foreign banks equal to approximately \$3.7 million. Approximately \$1.7 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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### ***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 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.

***Service agreements*** Seemap 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 Seemap sells, we provide support services for up to 12 months at no additional charge. Any amounts attributable to these support obligations are immaterial.

#### ***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, any financial or operational leverage we may have in a particular situation and general industry conditions. 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 and have done so from time

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to time. As of January 31, 2015, the average age of our accounts receivable was approximately 92 days. Based on our view of general industry conditions and the specific customer factors discussed above, in fiscal 2015 we provided an allowance for doubtful accounts of approximately \$2.9 million.

### *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. Geophones and batteries are depreciated over three years and recording channels over five to seven years. Buildings are depreciated over 30 years, property improvements are amortized over 10 years and leasehold improvements are amortized over the shorter of the 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, patents are amortized over 8 to 9-year period, proprietary rights are amortized over a 10 to 15-year period, customer relationships are amortized over an 8-year period, and covenants-not-to-compete are amortized over a three-year period. The basis for the proprietary rights and customer relationships lives are generally based upon the results of valuation reports commissioned from third parties. Patents are amortized over their remaining term. 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.

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, 2015, we determined that, despite the recent





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decline in the overall business environment, there was no indication of potential 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 relates 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, 2015, 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 in the energy industry have generally declined over the past 12 months;

World oil prices have declined significantly recently; however, foreign prices have not declined as much as those in the United States;

World oil prices have historically been volatile and are expected to recover in the future;

Although there has been general contraction within the industry, many of Seemap's customers continue to invest in new technology and new vessels;

While its financial results did decline in fiscal 2015 as compared to fiscal 2014 and fiscal 2013, Seemap continued to be profitable. Financial results in fiscal 2015 were significantly above those years in which the goodwill and other intangibles were acquired;

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, 2015, 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, including tax loss carryovers and tax credit carryforwards, will be recovered from future taxable income. The analysis was performed on a jurisdiction by jurisdiction basis.

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;

our history of taxable income within a particular jurisdiction;

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any history of the expiration of deferred tax assets without realization;

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

other limitations on the utilization 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;

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; and

tax planning strategies that will create additional taxable income.

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

our history of taxable income in certain jurisdictions, particularly our cumulative history of taxable income in the United States;

the cyclical nature of the energy industry in general and the seismic industry in particular;

specific tax planning strategies that will produce additional taxable income;

the carryover periods for certain tax benefits; we noted in particular that the loss carryover period in the United States is 20 years and the carryover period for tax credit carryforwards is 10 years;

no tax benefits are expected to expire prior to 2025;

we do not have a history of tax benefits expiring without being utilized;

our anticipated positive income in various jurisdictions, including the United States; and

our existing customer relationships.

We also considered the following negative indicators:

our recent losses within certain jurisdictions, including the United States and the United Kingdom;

the recent decline in worldwide oil prices;

the utilization of tax benefits, specifically foreign tax credits, is limited in certain jurisdictions:

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, 2015 we provided a valuation allowance against deferred tax assets in the United Kingdom and in other jurisdictions totaling approximately \$1.4 million. As of January 31, 2014, we did not provide a valuation allowance against our deferred tax assets.

As of January 31, 2015 we have deferred tax assets, net of valuation allowances, of approximately \$11.3 million, including approximately \$11.2 million related to the United States. We have not provided a valuation allowance against any deferred tax assets in the United States, based on the analysis described above. Included in those deferred tax assets are approximately \$2.8 million related to stock based compensation, including non-qualified stock options. Recent prices for our common stock are below the exercise price for a significant number of these stock options. Should the price of our common stock remain at these depressed levels, these stock options will expire without exercise and we will eliminate the associated deferred tax asset. In accordance with the provisions of ASC 718-740-10, we have not provided a valuation allowance related to this deferred tax asset. The elimination of this deferred tax asset would result in a decrease in additional paid-in capital of approximately \$2.6 million and an increase in income tax expense of approximately \$200,000.

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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. Stock-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.

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 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, 2015, our consolidated cash and cash equivalents included foreign currency denominated amounts equivalent to approximately \$2.4 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 \$240,000 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

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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 67% of our net assets were impacted by changes in foreign currencies in relation to the U.S. dollar. During fiscal 2015, the U.S. dollar generally decreased in value versus the above currencies. As a result of this decline, we have recognized a decrease of approximately \$6.6 million in Accumulated Other Comprehensive Income, primarily related to changes in the relative exchange rate of the U.S. dollar against the Canadian dollar, Euro and the Australian dollar. See Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operation, Other Income and Expense.

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

As of January 31, 2015, there was approximately \$26 million outstanding under our credit agreements. These agreements contain a floating interest rate based on the Eurodollar rate or the prime rate. Our average borrowing rate was 2.93% as of January 31, 2015. Assuming the outstanding balance remains unchanged, a change of 100 basis points in this rate would result in an increase in annual interest expense of approximately \$260,000. We have not entered into interest rate hedging arrangements in the past, and have no plans to do so. Due 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.

### ***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 officers 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 officers 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 officers and principal financial officer have concluded that our current disclosure controls and procedures were effective as of January 31, 2015 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.

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As required by Rule 13a-15(c) under the Exchange Act, our management, including our principal executive officers and principal financial officer, assessed the effectiveness of our internal control over financial reporting as of January 31, 2015. 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* in 2013. Based on this assessment, our management, including our principal executive officers and principal financial officer, concluded that, as of January 31, 2015, 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, 2015 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 2015 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2015.

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 officers, 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 2015 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2015.

**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 2015 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2015.

**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 2015 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2015.

**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 2015 Annual Meeting of Shareholders, which will be filed with the SEC within 120 business days of January 31, 2015.

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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 8<sup>th</sup> day of April 2015.

MITCHAM INDUSTRIES, INC.

By: /s/ ROBERT P. CAPPS  
 Robert P. Capps  
*Interim Co-Chief Operating Officer,  
 Executive Vice President-Finance,  
 Chief Financial Officer and Director  
 (Co-Principal Executive Officer and  
 Principal Accounting 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/ GUY MALDEN	Interim Co-Chief Operating Officer, Executive	April 8, 2015
Guy Malden	Vice President-Marine Systems  <i>(Co-Principal Executive Officer)</i>	
/s/ ROBERT P. CAPPS	Interim Co-Chief Operating Officer,	April 8, 2015
Robert P. Capps	Executive Vice President Finance, Chief Financial Officer and Director  <i>(Co-Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)</i>	
/s/ BILLY F. MITCHAM, JR.	Chief Executive Officer, President and	April 8, 2015
Billy F. Mitcham, Jr.	Director	
/s/ PETER H. BLUM	Non-Executive Chairman of the Board of	April 8, 2015
Peter H. Blum	Directors	
/s/ ROBERT J. ALBERS	Director	April 8, 2015
Robert J. Albers		
/s/ JOHN F. SCHWALBE	Director	April 8, 2015

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John F. Schwalbe

/s/ RANDAL DEAN LEWIS

Director

April 8, 2015

Randal Dean Lewis

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Mitcham Industries, Inc.

We have audited the accompanying consolidated balance sheets of Mitcham Industries, Inc. and subsidiaries as of January 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive (loss) income, changes in shareholders' equity and cash flows for each of the three years in the period ended January 31, 2015. 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, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended January 31, 2015, 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, 2015, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated April 8, 2015 expressed an unqualified opinion on the effectiveness of Mitcham Industries, Inc. and subsidiaries' internal control over financial reporting.

Hein & Associates LLP

Houston, Texas

April 8, 2015

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Mitcham Industries, Inc.

We have audited Mitcham Industries, Inc. and subsidiaries' internal control over financial reporting as of January 31, 2015, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. 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, 2015, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

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 as of January 31, 2015 and 2014 and the related consolidated statements of operations, comprehensive (loss) income and changes in shareholders' equity and cash flows for each of the three years in the period ended January 31, 2015, and our report dated April 8, 2015 expressed an unqualified opinion.

Hein & Associates LLP

Houston, Texas

April 8, 2015

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

	<b>January 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 5,175	\$ 15,162
Restricted cash	184	81
Accounts receivable, net of allowance for doubtful accounts of \$6,339 and \$3,833 at January 31, 2015 and 2014, respectively	23,693	29,514
Contracts and notes receivable	3,639	1,005
Inventories, net	11,451	8,338
Prepaid income taxes	1,018	2,177
Deferred tax asset	2,427	1,968
Prepaid expenses and other current assets	6,562	3,915
<b>Total current assets</b>	<b>54,149</b>	<b>62,160</b>
Seismic equipment lease pool and property and equipment, net	100,087	129,573
Intangible assets, net	10,831	3,201
Goodwill	5,594	4,320
Deferred tax asset	8,922	6,133
Other assets	28	32
<b>Total assets</b>	<b>\$ 179,611</b>	<b>\$ 205,419</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,399	\$ 10,745
Current maturities long-term debt	3,218	75
Deferred revenue	710	35
Accrued expenses and other current liabilities	3,673	1,583
<b>Total current liabilities</b>	<b>10,000</b>	<b>12,438</b>
Non-current income taxes payable		408
Long-term debt, net of current maturities	23,137	22,125
<b>Total liabilities</b>	<b>33,137</b>	<b>34,971</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; 14,012 and 13,907 shares issued at January 31, 2015 and January 31, 2014, respectively	140	139
Additional paid-in capital	119,787	118,156
Treasury stock, at cost (1,928 and 1,075 shares at January 31, 2015 and 2014, respectively)	(16,851)	(7,075)
Retained earnings	51,924	61,116
Accumulated other comprehensive loss	(8,526)	(1,888)
<b>Total shareholders' equity</b>	<b>146,474</b>	<b>170,448</b>



Total liabilities and shareholders' equity	\$ 179,611	\$ 205,419
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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.****CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share data)**

	Years Ended January 31,		
	2015	2014	2013
<b>Revenues:</b>			
Equipment leasing	\$ 48,312	\$ 46,756	\$ 54,592
Lease pool equipment sales	3,158	6,851	11,412
Seamap equipment sales	23,316	25,086	31,169
Other equipment sales	8,360	13,415	7,512
<b>Total revenues</b>	<b>83,146</b>	<b>92,108</b>	<b>104,685</b>
<b>Cost of sales:</b>			
Direct costs equipment leasing	6,689	5,517	7,963
Direct costs lease pool depreciation	34,399	29,412	33,405
Cost of lease pool equipment sales	1,097	2,295	6,043
Cost of Seamap and other equipment sales	17,707	22,869	19,861
<b>Total cost of sales</b>	<b>59,892</b>	<b>60,093</b>	<b>67,272</b>
<b>Gross profit</b>	<b>23,254</b>	<b>32,015</b>	<b>37,413</b>
<b>Operating expenses:</b>			
General and administrative	24,958	23,669	22,539
Provision for (recovery of) doubtful accounts	2,850	1,048	(428)
Depreciation and amortization	2,191	1,493	1,400
<b>Total operating expenses</b>	<b>29,999</b>	<b>26,210</b>	<b>23,511</b>
<b>Operating (loss) income</b>	<b>(6,745)</b>	<b>5,805</b>	<b>13,902</b>
<b>Other income (expense):</b>			
Interest income	229	304	544
Interest expense	(902)	(314)	(533)
Other, net	(2,768)	231	(389)
<b>Total other income (expense)</b>	<b>(3,441)</b>	<b>221</b>	<b>(378)</b>
<b>(Loss) income before income taxes</b>	<b>(10,186)</b>	<b>6,026</b>	<b>13,524</b>
Benefit from (provision for) income taxes	994	(1,258)	3,527
<b>Net (loss) income</b>	<b>\$ (9,192)</b>	<b>\$ 4,768</b>	<b>\$ 17,051</b>
<b>Net (loss) income per common share:</b>			
Basic	(\$ 0.74)	\$ 0.37	\$ 1.34
Diluted	(\$ 0.74)	\$ 0.36	\$ 1.29
<b>Shares used in computing (loss) income per common share:</b>			

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Basic	12,479	12,763	12,715
Diluted	12,479	13,177	13,242

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

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**MITCHAM INDUSTRIES, INC.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**

**(in thousands)**

	<b>Years Ended January 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Net (loss) income	\$ (9,192)	\$ 4,768	\$ 17,051
Change in cumulative translation adjustment	(6,638)	(10,069)	977
Comprehensive (loss) income	\$ (15,830)	\$ (5,301)	\$ 18,028

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, 2013, 2014 and 2015				Total
	Shares	Amount	Additional Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated	
						Other Comprehensive Income (Loss)	
<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>
Net income					4,768		4,768
Foreign currency translation						(10,069)	(10,069)
Issuance of common stock upon exercise of options	91	1	512				513
Restricted stock issued	53						
Restricted stock forfeited for taxes				(15)			(15)
Tax benefit from exercise of stock options and vesting of restricted stock			(5)				(5)
Purchase of common stock				(2,200)			(2,200)
Stock-based compensation			1,143				1,143
<b>Balances, January 31, 2014</b>	<b>13,907</b>	<b>139</b>	<b>118,156</b>	<b>(7,075)</b>	<b>61,116</b>	<b>(1,888)</b>	<b>170,448</b>
Net loss					(9,192)		(9,192)
Foreign currency translation						(6,638)	(6,638)
Issuance of common stock upon exercise of options	65	1	333				334
Restricted stock issued	40						
Restricted stock forfeited for taxes				(14)			(14)
Purchase of common stock				(9,762)			(9,762)
Stock-based compensation			1,298				1,298
<b>Balances, January 31, 2015</b>	<b>14,012</b>	<b>\$ 140</b>	<b>\$ 119,787</b>	<b>\$ (16,851)</b>	<b>\$ 51,924</b>	<b>\$ (8,526)</b>	<b>\$ 146,474</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,		
	2015	2014	2013
Cash flows from operating activities:			
Net (loss) income	\$ (9,192)	\$ 4,768	\$ 17,051
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	36,986	31,037	34,939
Stock-based compensation	1,298	1,143	1,586
Provision for (recovery of) doubtful accounts, net of charge offs	2,835	1,048	(636)
Provision for inventory obsolescence	8	(60)	163
Gross profit from sale of lease pool equipment	(2,061)	(4,556)	(5,369)
Excess tax benefit (expense) from exercise of non-qualified stock options and restricted shares		5	(420)
Deferred tax benefit	(3,237)	(2,204)	(4,450)
Changes in non-current income taxes payable		32	(5,059)
Foreign exchange losses net of gains	3,258		
Changes in:			
Trade accounts and contracts receivable	605	(9,142)	13,331
Inventories	(279)	(2,836)	718
Income taxes receivable and payable	1,701	3,215	(6,718)
Prepaid foreign income tax			3,519
Accounts payable, accrued expenses and other current liabilities	(2,303)	100	(4,091)
Prepays and other current assets, net	(4,414)	(1,335)	(307)