DAWSON GEOPHYSICAL CO
Form DEF 14A
December 18, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material under Rule 14a-12

DAWSON GEOPHYSICAL COMPANY
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
þ No fee required.
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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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DAWSON GEOPHYSICAL COMPANY

508 West Wall, Suite 800

Midland, TX 79701

432-684-3000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held January 21, 2014

TO THE SHAREHOLDERS:

Notice is hereby given that the Annual Meeting of the Shareholders of Dawson Geophysical Company will be held at the Petroleum Club of Midland, 501 West Wall, Midland, Texas 79701 at 10:00 a.m. on January 21, 2014 for the following purposes:

1. Electing Directors of the Company;

2. Considering and voting upon a proposal to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending September 30, 2014;

3. Considering and voting upon a non-binding advisory resolution regarding the compensation of our named executive officers as disclosed in this Proxy Statement; and

4. Considering all other matters as may properly come before the meeting.

The Board of Directors has fixed the close of business on November 22, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting and at any adjournment or adjournments thereof.

DATED this 18th day of December, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

Christina W. Hagan,
Secretary

IMPORTANT

To be sure your shares are represented at the Annual Meeting of Shareholders, please vote (1) by calling the toll-free number (800) 690-6903 and following the prompts; (2) by Internet at http://www.proxyvote.com; or (3) by completing, dating, signing and returning your Proxy Card in the enclosed postage-paid envelope as soon as possible. Any shareholder granting a proxy may revoke the same at any time prior to its exercise by executing a subsequent proxy or by written notice to the Secretary of the Company or by attending the meeting and by withdrawing the proxy. You may vote in person at the Annual Meeting of Shareholders even if you send in your Proxy Card, vote by telephone or vote by Internet. The ballot you submit at the meeting will supersede any prior vote.

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Dawson Geophysical Company

508 West Wall, Suite 800

Midland, Texas 79701

PROXY STATEMENT ANNUAL MEETING OF SHAREHOLDERS

To Be Held Tuesday, January 21, 2014

SOLICITATION OF PROXY

The accompanying proxy is solicited on behalf of the Board of Directors of Dawson Geophysical Company (the Company or we) for use at our Annual Meeting of Shareholders to be held on Tuesday, January 21, 2014 at 10:00 a.m. at the Petroleum Club of Midland, 501 West Wall, Midland, Texas 79701, and at any adjournment or adjournments thereof. In addition to the use of the mails, proxies may be solicited by personal interview, telephone and telegraph by officers, directors and other employees of the Company who will not receive additional compensation for such services. We may also request brokerage houses, nominees, custodians and fiduciaries to forward the soliciting material to the beneficial owners of stock held of record and will reimburse such persons for forwarding such material. We will bear the cost of this solicitation of proxies. Such costs are expected to be nominal. Proxy solicitation will commence with the mailing of this Proxy Statement on or about December 19, 2013.

Any shareholder giving a proxy has the power to revoke the same at any time prior to its exercise by executing a subsequent proxy or by written notice to our Secretary or by attending the meeting and withdrawing the proxy.

PURPOSE OF MEETING

As stated in the Notice of Annual Meeting of Shareholders accompanying this Proxy Statement, the business to be conducted and the matters to be considered and acted upon at the Annual Meeting are as follows:

1. Electing Directors of the Company;

2. Considering and voting upon a proposal to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending September 30, 2014;

3. Considering and voting upon a non-binding advisory resolution regarding the compensation of our named executive officers as disclosed in this Proxy Statement; and

4. Considering all other matters as may properly come before the meeting.

VOTING RIGHTS

Right to Vote and Record Date

Our voting securities consist solely of common stock, par value $0.33 1/3 per share (Common Stock).

The record date for shareholders entitled to notice of and to vote at the meeting was the close of business on November 22, 2013, at which time there were 8,063,208 shares of Common Stock entitled to vote at the meeting. Shareholders are entitled to one vote, in person or by proxy, for each share of Common Stock held in their name on the record date.

Quorum

Shareholders representing a majority of the Common Stock outstanding and entitled to vote must be present or represented by proxy to constitute a quorum.

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Voting at the Annual Meeting

If your shares of Common Stock are registered directly with Computershare Shareowner Services, LLC, you are a record holder and may vote in person at the meeting. If a bank, broker or other nominee holds your shares for your benefit but not in your own name, your shares are in street name. In that case, your bank, broker or other nominee will send you a voting instruction form to use in voting your shares. The availability of telephone and Internet voting depends on the voting procedures of your bank, broker or other nominee. Please follow the instructions on the voting instruction form they send you. If your shares are held in the name of your bank, broker or other nominee and you wish to vote in person at the meeting, you must contact your bank, broker or other nominee and request a document called a legal proxy. You must bring this legal proxy to the meeting in order to vote in person.

Voting by Proxy

Whether or not you are able to attend the meeting, we urge you to vote by proxy.

Vote Required

All proposals other than election of directors will require the affirmative vote of a majority of the Common Stock present or represented by proxy at the meeting and entitled to vote thereon. Directors are elected by a plurality of votes cast. This means that the director nominees with the most votes are elected, regardless of whether any nominee receives a majority of votes cast.

With regard to the election of directors, votes may be cast in favor of or withheld from each nominee. Votes that are withheld will be excluded entirely from the vote and will have no effect. Broker non-votes and other limited proxies will have no effect on the outcome of the election of directors. Cumulative voting for election of directors is not authorized.

With regard to the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2014, an abstention will have the same effect as a vote against the proposal. Broker non-votes and other limited proxies will have no effect on the outcome of the vote with respect to such proposal.

With regard to the proposal to approve a non-binding advisory resolution on the compensation of our named executive officers as disclosed in this Proxy Statement, an abstention will have the same effect as a vote against the proposal. Broker non-votes and other limited proxies will have no effect on the outcome of the vote with respect to such proposal. This vote is advisory in nature and will not be binding on the Company.

Abstentions and Broker Non-Votes

Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present. Abstentions are also considered to be present at the meeting and entitled to vote on any matter from which the shareholder abstains. Generally, a bank, broker or other nominee may vote the shares that it holds for you only in accordance with your instructions. However, if your bank, broker or other nominee has not received your instructions, your bank, broker or other nominee has the discretion to vote only on certain matters that are routine. A broker non-vote occurs if your bank, broker or other nominee cannot vote on a particular matter because your bank, broker or other nominee has not received instructions from you and because the proposal is not routine. Therefore, for purposes of determining the outcome of any matter to be voted upon as to which the broker has indicated on the proxy that the broker does not have discretionary authority to vote, these shares will be treated as not present at the meeting and will not be entitled to vote with respect to that matter, even though those shares are considered to be present at the meeting for quorum purposes and may be entitled to vote on other matters.

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If the enclosed Proxy is properly executed and returned prior to the Annual Meeting, the shares represented thereby will be voted as specified therein. IF A SHAREHOLDER DOES NOT SPECIFY OTHERWISE ON THE RETURNED PROXY, THE SHARES REPRESENTED BY THE SHAREHOLDER S PROXY WILL BE VOTED **FOR** THE ELECTION OF THE NOMINEES LISTED BELOW UNDER **PROPOSAL 1: ELECTION OF DIRECTORS** ; **FOR** THE APPOINTMENT OF ERNST & YOUNG LLP AS SET FORTH UNDER **PROPOSAL 2: RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM** ; **FOR** THE PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT AS DESCRIBED UNDER **PROPOSAL 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION** AND ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENTS THEREOF.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on January 21, 2014

This Proxy Statement and our 2013 Annual Report on Form 10-K are available at: www.dawson3d.com in the Financial Reports area of the Investor Relations section.

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PROPOSAL 1:

ELECTION OF DIRECTORS

At the Annual Meeting to be held on January 21, 2014, five persons are to be elected to serve on our Board of Directors for a term of one year and until their successors are duly elected and qualified. All of the nominees have announced that they are available for election to the Board of Directors. Our nominees for the five directorships are:

Craig W. Cooper

Gary M. Hoover, Ph.D

Stephen C. Jumper

Ted R. North

Tim C. Thompson

For information about each nominee, see Directors, below.

Our Board of Directors unanimously recommends that you vote FOR the election of each of the director nominees listed above.

DIRECTORS

Our Board of Directors currently consists of five directors, one of whom is an employee of the Company and four of whom are not employees of the Company (i.e., outside directors). On October 6, 2013, Mr. Jack D. Ladd, a Company director since March 2008, died. As a result of Mr. Ladd s death, the Company board was reduced to five directors. Set forth below are the names, ages and positions of our nominees for Director.

Name	Age	Position
Stephen C. Jumper	52	Chairman of the Board, President and Chief Executive Officer
Craig W. Cooper	60	Lead Director
Gary M. Hoover, Ph.D.	74	Director
Ted R. North	67	Director
Tim C. Thompson	79	Director

Set forth below are descriptions of the principal occupations during at least the past five years of the Company s nominees for director.

Stephen C. Jumper. Mr. Jumper, a geophysicist, joined our Company in 1985, was elected Vice President of Technical Services in September 1997 and was subsequently elected President, Chief Operating Officer and Director in January 2001. In January 2006, Mr. Jumper was elected President, Chief Executive Officer and Director and in January 2013 Mr. Jumper was elected Chairman of the Board of Directors. Prior to 1997, Mr. Jumper served as our manager of technical services with an emphasis on 3-D processing. Mr. Jumper has served the Permian Basin Geophysical Society as Second Vice President, First Vice President and as President.

Craig W. Cooper. Mr. Cooper has served as one of our directors since 2010. In January 2013 Mr. Cooper was elected Lead Director. Prior to his retirement in April 2010, Mr. Cooper was a Senior Advisor, Seismic at BP p.l.c., in the Unconventional Gas unit from 2008 to 2010. Prior to 2008, Mr. Cooper was the Seismic Program Coordinator, North America at BP p.l.c. for three years, Seismic Technology Advisor for two years and Manager of Seismic Imaging & Operations for four years. Mr. Cooper was employed by BP p.l.c. and its predecessor, Amoco Corporation, for 35 years.

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Gary M. Hoover, Ph.D. Dr. Hoover has served as one of our directors since 2002. Dr. Hoover, currently an independent consultant, retired from Phillips Petroleum Company in 2002. His responsibilities for the previous ten years with Phillips included geophysical research management, geoscience technology coordination, exploration and production technology consultation and active research into new seismic data acquisition techniques. Dr. Hoover served as Vice President of the Society of Exploration Geophysicists (1990-1991) and received its Life Membership Award in 2000. Dr. Hoover holds a doctorate in physics from Kansas State University.

Ted R. North. Mr. North has served as one of our directors since 2008. Mr. North was a partner at Grant Thornton LLP from August 1987 until his retirement on July 31, 2008. He served as the Managing Partner and in other positions of responsibility in the Midland, Texas and Oklahoma City offices of Grant Thornton. He is a Certified Public Accountant with over 30 years of public accounting experience.

Tim C. Thompson. Mr. Thompson has served as one of our directors since 1995. Mr. Thompson, an independent management consultant with various companies since May 1993, was President and Chief Executive Officer of Production Technologies International, Inc. from November 1989 to May 1993.

ADDITIONAL INFORMATION REGARDING THE BOARD OF DIRECTORS

Independent Directors

Messrs. Cooper, Hoover, North and Thompson qualify as independent in accordance with the published listing requirements of The NASDAQ Stock Market (NASDAQ). The NASDAQ independence definition includes a series of objective tests, such as that the director is not an employee of the company and has not engaged in various types of business dealings with the company. In addition, as further required by the NASDAQ rules, our Board of Directors has made a subjective determination as to each independent director that no relationships exist that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

In addition, during fiscal 2013 and currently, each of the members of the Audit Committee and Compensation Committee of our Board of Directors qualified as independent under special standards established by the Securities and Exchange Commission (SEC) for members of such committees. The Audit Committee includes at least one member who is determined by our Board of Directors to meet the qualifications of an audit committee financial expert in accordance with SEC rules, including that the person meets the relevant definition of an independent director. Mr. North is the independent director who has been determined to be the audit committee financial expert, based on the Board s qualitative assessment of Mr. North s level of knowledge, experience (as described above in his biographical statement) and formal education. The designation does not impose on Mr. North any duties, obligations or liabilities that are greater than those that are generally imposed on him as a member of the Audit Committee and the Board of Directors, and Mr. North s designation as an audit committee financial expert pursuant to this SEC requirement does not affect the duties, obligations or liabilities of any other member of the Audit Committee or the Board of Directors.

Meetings and Committees of Directors

During the fiscal year ended September 30, 2013, the Board of Directors held eight regularly scheduled meetings. All of our current Directors attended the regularly scheduled meetings.

Audit Committee. The Audit Committee is a standing committee of the Board of Directors and currently consists of Messrs. Cooper, Hoover and North, all of whom are non-employee directors and independent. Mr. North serves as the chairman of the Audit Committee. The functions of the Audit Committee are to determine whether our management has established internal controls which are sound, adequate and working effectively; to ascertain whether our assets are verified and safeguarded; to review and approve external audits; to select, engage and supervise our independent public accountants; and to determine and approve the fees paid to the independent public accountants. The Audit Committee held fourteen meetings during the fiscal year ended September 30, 2013. All members of the Audit Committee attended these meetings.

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The Audit Committee operates under a written charter adopted by the Board of Directors that is annually reviewed and approved by the Audit Committee. The Audit Committee approved the Audit Committee Charter on September 30, 2013. The charter is posted on our website at http://www.dawson3d.com in the Corporate Governance area of the Investor Relations section. The Audit Committee Report for fiscal 2013 is included in this Proxy Statement on page 23.

Compensation Committee. The Compensation Committee is a standing committee of the Board of Directors and currently consists of Messrs. Cooper, Hoover and Thompson, all of whom are non-employee directors and independent. Mr. Hoover serves as the chairman of the Compensation Committee. The primary function of the Compensation Committee is to determine that compensation for our officers is competitive and enables the Company to motivate and retain the talent needed to lead and grow our business. The Compensation Committee held nine meetings during the fiscal year ended September 30, 2013. All members of the Compensation Committee attended each meeting. The Compensation Committee Report for fiscal 2013 is included in this Proxy Statement on page 14.

The Compensation Committee currently operates under a written charter adopted and approved by the Board of Directors on September 28, 2010. The charter is posted on our website at http://www.dawson3d.com in the Corporate Governance area of the Investor Relations section.

Nominating Committee. The Nominating Committee is a standing committee of the Board of Directors and currently consists of Messrs. Cooper, North and Thompson, all of whom are non-employee directors and independent. Mr. Thompson serves as the chairman of the Nominating Committee. The Nominating Committee held one meeting during the fiscal year ended September 30, 2013. The Director nominees standing for election to our Board of Directors as set forth in this Proxy Statement were unanimously nominated by the full Board of Directors, including all members of the Nominating Committee. The primary function of the Nominating Committee is to determine the slate of Director nominees for election to our Board of Directors. The Nominating Committee considers candidates recommended by our shareholders, directors, officers and outside sources, and considers each nominee s personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective board member with the commitment to acting in the best interests of our Company and our shareholders. The Nominating Committee also gives consideration to having an appropriate mix and diversity of backgrounds, skills and professional experiences on our Board of Directors, the qualifications that the Committee believes must be met by prospective nominees, qualities or skills that the Committee believes are necessary for one or more of our directors to possess and standards for the overall structure and composition of our Board of Directors. The same criteria would be evaluated with respect to candidates recommended by shareholders. While the Nominating Committee may consider diversity among other factors when considering director nominees, it does not have any specific policy with regard to diversity in identifying director nominees.

In accordance with Article II, Section 13 of our Bylaws, shareholders who wish to have their nominees for election to the Board of Directors considered by the Nominating Committee must submit such nomination to our Secretary for receipt not less than 90 days and not more than 120 days prior to the anniversary date of the immediately preceding Annual Meeting of Shareholders. Pursuant to our bylaws, the notice of nomination is required to contain certain information about both the nominee and the shareholder making the nomination, including information sufficient to allow the independent directors to determine if the candidate meets the criteria for Board of Director membership. We may also require that the proposed nominee furnish additional information in order to determine that person s eligibility to serve as a director. A nomination that does not comply with the above procedure will be disregarded.

The Nominating Committee currently operates under a written charter adopted and approved by the Board of Directors on December 3, 2004. The charter is posted on our website at http://www.dawson3d.com in the Corporate Governance area of the Investor Relations section.

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Director Qualifications

The following is a brief discussion of the experience, qualifications, attributes and skills that led us to the conclusion that our nominees for director should serve as directors for the Company: For our Chairman of the Board, President and Chief Executive Officer, Mr. Jumper, his leadership qualities, technical expertise and long experience in the seismic industry. For Mr. Cooper, his long experience in management in the seismic division of a major oil company. For Mr. Hoover, his long experience in geophysical research and management for a major oil company and his expertise in the geophysical sciences. For Mr. North, his accounting and auditing expertise and experience. For Mr. Thompson, his long experience in the oil and gas drilling and producing industry.

Board Leadership Structure

Currently our Chairman of the Board of Directors is Mr. Stephen C. Jumper, the Company s President and Chief Executive Officer. The Board of Directors believes that the determination of whether the roles of Chief Executive Officer and Chairman of the Board of Directors should be separate should be based on the composition, skills and experience of the Board of Directors and its members and governance efficiency. Based on these factors, the Board of Directors has determined that having Mr. Jumper serve as Chief Executive Officer and Chairman is in the best interest of the Company at this time, and that such arrangement makes the best use of Mr. Jumper s unique skills and experience with the Company and his long experience in the seismic industry to act as the representative of the Company.

The Board has established the position of Lead Director, which will be appointed annually by the Board at such times as the Chairman of the Board is not an independent director. Since our Chairman is also a member of management, the Board has appointed Mr. Craig W. Cooper, a non-management director, as Lead Director. The responsibilities of the Lead Director include:

- Approving Board meeting agendas and consulting with the Chairman on information provided to the Board;
- Calling meetings of non-management directors and setting agendas for executive sessions;
- Presiding at all Board meetings at which the Chairman is not present, including executive sessions of the non-employee directors;
- Overseeing the process of hiring, firing, evaluating and compensating the chief executive officer;
- Overseeing Board and director evaluations;
- Approving the retention of consultants who report directly to the Board;
- Facilitating communication between the directors and the chief executive officer, and communicating the directors perspectives and consensus view to the chief executive officer;
- Assisting the board of directors and officers in assuring compliance with and implementation of our governance principles;
- Ensuring that the Board is at least two-thirds independent and that key committees are independent; and
- Performing such other functions as the independent directors may designate from time to time.

Board of Directors Role in Risk Oversight

The Board of Directors is generally responsible for risk oversight. Management has implemented internal processes to identify and evaluate the risks inherent in the Company s business and to assess the mitigation of those risks. Our Board of Directors leadership structure, including the Audit Committee s responsibility to oversee any significant financial risk exposures and our practice of a high degree of interaction between our directors and members of senior management facilitates, provides this oversight function. Management reports either to the Audit Committee or the full Board of Directors, depending on the type of risk involved, regarding the identified risks and the mitigation strategies planned or in place to address such risks.

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DIRECTOR COMPENSATION

All of our non-employee directors receive annual compensation of $24,000. Each non-employee director also receives a fee of $2,000 for each regular Board of Directors meeting attended. In addition, the chairman of the Audit Committee and the Lead Director both receive an additional fee of $500 per month. In fiscal 2013, each non-employee director also received a stock grant of our Common Stock worth $36,000, other than Mr. Ladd, whose estate was granted Common Stock worth $27,000 following his death. We also reimburse reasonable expenses incurred by our directors in attending meetings and other company business. None of the reimbursements for our non-employee directors exceeded the $10,000 threshold in fiscal 2013 and consequently are not included in Director Compensation for Fiscal 2013 below.

Directors who are also full-time officers or employees of our Company receive no additional compensation for serving as directors. Currently, Mr. Jumper is a member of our Board of Directors and an executive officer of the Company. Mr. Jumper s compensation is set forth under Compensation Discussion and Analysis and Executive Compensation, below.

The table below summarizes the total compensation paid to or earned by each of our non-employee directors during fiscal 2013.

Director Compensation For Fiscal 2013

Name	Fees Earned or Paid in Cash ($)	Stock Awards(1)(2) ($)	All Other Compensation ($)	Total ($)
Ted R. North	42,000	36,000		78,000
Craig W. Cooper	40,500	36,000		76,500
Tim C. Thompson	36,000	36,000		72,000
Gary M. Hoover, Ph.D	36,000	36,000		72,000
Jack D. Ladd(3)	34,000	27,000(4)		61,000
Paul H. Brown(5)	8,000			8,000

(1) The amounts in this column reflect the dollar amount we recognized as an expense with respect to stock awards for financial statement reporting purposes during the fiscal year ended September 30, 2013, in accordance with ASC 718, Compensation Stock Compensation. These amounts also reflect the grant date fair value of each stock award of $30.99 per share. See Note 7 to our audited financial statements included in our 2013 Annual Report on Form 10-K for the assumptions made in our valuation of these stock awards.

(2) For fiscal 2013, the directors listed in the above table earned the following grant of stock from the Dawson Geophysical Company 2006 Stock and Performance Incentive Plan: Mr. North 1,161, Mr. Cooper 1,161, Mr. Thompson 1,161 and Mr. Hoover 1,161. At December 6, 2013 the directors listed in the above table held the following aggregate outstanding shares of Common Stock: Mr. North 7,630, Mr. Cooper 3,957, Mr. Thompson 11,630 and Mr. Hoover 11,630.

(3) Mr. Ladd died on October 15, 2013.

(4) Mr. Ladd s estate was granted 871 shares of Common Stock for Mr. Ladd s service as a director prior to Mr. Ladd s death.

(5) Mr. Brown resigned from the Board effective as of the 2013 Annual Meeting.

COMPENSATION DISCUSSION AND ANALYSIS

Overview of Compensation Program

The Compensation Committee of the Board of Directors has responsibility for establishing, implementing and monitoring adherence to our compensation philosophy. The Compensation Committee seeks to fairly compensate our employees in a manner consistent with market practices and reward them for achieving financial results that ultimately leads to sustained financial strength and long-term shareholder value.

In this compensation discussion and analysis, the executive officers named below who are current employees are referred to as the Named Executive Officers.

Stephen C. Jumper	Chairman of the Board, Chief Executive Officer, President
Christina W. Hagan	Chief Financial Officer, Executive Vice President, Secretary
C. Ray Tobias	Chief Operating Officer, Executive Vice President
James W. Thomas	Chief Technology Officer, Executive Vice President
Kermit S. Forsdick	Senior Vice President

Compensation Philosophy and Objectives

The Compensation Committee believes that compensation for executive officers must be competitive to enable the Company to motivate and retain the talent needed to lead and grow the Company, reward successful performance and closely align the interests of our executives with the Company. The ultimate objective of our compensation program is to improve the intrinsic value of the Company and long-term shareholder value.

In setting compensation levels, the Compensation Committee evaluates both individual performance and overall compensation. The review of executive officers performance includes a mix of financial and non-financial measures. In addition to business results, employees are expected to uphold a commitment to integrity, maximize the development of each individual and continue to improve the environmental quality of the Company s services and operations.

In order to continue to attract and retain the best employees, the Compensation Committee believes the executive compensation packages provided to the Company s executives, including the Named Executive Officers, should include both cash and stock-based compensation. The Compensation Committee and the Chief Executive Officer (CEO) compare the Company s compensation practices to general industry comparative parameters, but do not formally benchmark officer compensation against any peer group. In fiscal 2013, the Compensation Committee retained Lockton Companies (Lockton) as its independent compensation consultant to assist with the assessment of our current executive compensation program and advise the Compensation Committee on a comprehensive compensation strategy and program for key employees. In particular, Lockton provided advice on our compensation philosophy and assisted in the development of our new performance-based incentive plan discussed in more detail below. Lockton s work for the Compensation Committee did not raise any conflicts of interest in 2013.

Competitive Considerations

We believe competition for talented employees goes well beyond the seismic industry to include oil and gas companies, development companies and oilfield service companies. Many of the companies with whom we compete for top level talent are larger and have more financial resources than we do. Both our Compensation Committee and CEO consider known information regarding the compensation practices of likely competitors, to the extent that such information is available from public sources, to form a general understanding of our competitors current compensation practices when reviewing and setting the compensation of all our officers, including the Named Executive Officers.

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Role of Chief Executive Officer in Compensation Decisions

On an annual basis, our CEO reviews the performance of each of the other Named Executive Officers and, based on this review, makes recommendations to the Compensation Committee with respect to the compensation of the Named Executive Officers, excluding himself. Our CEO considers internal pay equity issues, individual contribution and performance, competitive pressures and company performance in making his recommendations to the Compensation Committee. The Compensation Committee may accept or adjust such recommendations at its discretion. Except with respect to the profit sharing plan and our new performance-based incentive plan, the Compensation Committee, under the direction of the Lead Director, as applicable, has the sole responsibility for evaluating the compensation of our CEO.

Establishing Executive Compensation

Consistent with our compensation objectives, the Compensation Committee has structured our annual and long-term incentive-based executive compensation to attract and retain the best talent, reward financial success and closely align executives interests with the Company s interests. In setting the compensation, the Compensation Committee reviews total direct compensation for the Named Executive Officers, which includes salary, short-term cash incentives and long-term equity incentives. The appropriate level and mix of incentive compensation is not based upon a formula, but is a subjective determination made by the Compensation Committee.

We do not have a policy of stock ownership requirements. In addition, we do not currently have any employment contracts or change of control agreements for our named executive officers, although equity issued pursuant to our 2006 Stock and Performance Incentive Plan is subject to accelerated vesting as described below in Potential Payments Upon a Change of Control or Termination.

The Compensation Committee reviews compensation matters from time to time during the year. The Compensation Committee typically recommends the accrual of amounts for the cash bonus and profit sharing plan shortly prior to or during the first quarter of a fiscal year and then recommends the allocation of the accrued amounts in the first quarter of the following fiscal year. Beginning in fiscal 2014, the Compensation Committee intends to set both Company and individual performance targets for our new performance-based incentive plan during this same period. In addition, the Compensation Committee generally performs its annual review of officer salaries during the middle of each fiscal year. Since fiscal 2011, up to 5% of officer salaries, including salaries of our Named Executive Officers, have been deferred and paid as a lump-sum payment at the end of the calendar year. The Compensation Committee has determined not to defer a portion of the salaries during fiscal 2014, but instead to include such amount in the regular base salary paid throughout the year.

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Elements of Compensation

The components of compensation for our Named Executive Officers includes the following elements:

Element	Form of Compensation	Purpose
Base Salary	Cash	Provide competitive, fixed compensation to attract and retain executive talent.
Short-Term Incentive	Cash Bonus, Profit Sharing (prior to fiscal 2014) and Performance-Based Incentive Plan (during and after fiscal 2014)	Create a strong financial incentive for achieving financial success and for the competitive retention of executives.
Long-Term Equity Incentive	Stock Option and Restricted Stock or Restricted Stock Unit Grants	Provide incentives to strengthen alignment of executive team interests with Company interests, reward long-term achievement and promote executive retention.
Health, Retirement and Other Benefits	Eligibility to participate in plans generally available to our employees, including 401(k); profit-sharing; health; life insurance and disability plans	Plans are part of broad-based employee benefits.

Base Salary

The Compensation Committee believes base salary is a critical element of executive compensation because it provides executives with a base level of monthly income. We do not have a formal salary program with salary grades or salary ranges. Instead salary increases are awarded periodically based on individual performance, when allowed by economic conditions. The Compensation Committee determines the base salary of each Named Executive Officer based on his or her position and responsibility. During its review of base salaries for executives, the Compensation Committee primarily considers the internal value of the position relative to other positions, external value of the position or comparable position, individual performance and ability to represent our Company s values. For Named Executive Officers other than the CEO, the Compensation Committee also considers the recommendations of the CEO. The Compensation Committee typically considers base salary levels annually as part of its review of our performance and from time to time upon a promotion or other change in job responsibilities.

Short-Term Incentive Compensation

Historically, our short-term compensation for executives has consisted of participation in our profit sharing program and discretionary cash bonuses. Beginning in fiscal 2014, executives will be eligible to participate in our newly-adopted performance-based incentive plan, known as the 2014 Annual Incentive Plan (the 2014 Plan), in lieu of the profit sharing program.

During fiscal 2011 and 2012, the Named Executive Officers participated in our profit sharing program, along with all other eligible employees. The profit sharing program is designed to award our employees for the financial success of the Company. With respect to each fiscal year, our Board of Directors, acting on the recommendation of our Compensation Committee, determines a pool amount available to be allocated in the first quarter of the following fiscal year to all eligible employees, which historically has included the Named Executive

Officers. For fiscal 2013, 2012 and 2011, our Board of Directors set the pool at 5% of the pre-tax net income for the applicable fiscal year. Because the Company did not earn a profit during fiscal 2011, there were no profit sharing allocations to any of our employees for fiscal 2011.

In past years, management, pursuant to the guidelines set forth by the Board of Directors, has distributed the pool amount to eligible employees based upon a bonus value consisting of (i) base salary at the time of calculation, times (ii) a seniority factor (which reflects each employee s length of service with the Company), times (iii) an internal value, or position code. Such bonus value would be divided by the aggregate amount of all eligible employees bonus values to obtain a bonus pool pro rata share factor, which would be used to allocate the bonus pool to each eligible employee on a pro rata basis (with higher bonus pool pro rata share factors receiving a higher percentage of the bonus pool). The position code starts at 1 for all employees and increases pursuant to the internal value of the position up to 1.25 for officers and other key employees. While in recent years the Company has weighted the three factors comprising the formula equally, management periodically reassesses the formula based on its assessment of the appropriate balance and relevance of the individual factors in order to retain key individuals. Although no profit sharing allocations were made in fiscal 2011, the profit sharing awards paid to our Named Executive Officers for fiscal 2012 and 2013 are included in the Summary Compensation Table on page 16. The seniority factors of each Named Executive Officer for fiscal 2012 were as follows: Mr. Jumper 21.64; Ms. Hagan 20.68; Mr. Tobias 20.06; Mr. Thomas 15.38; and Mr. Forsdick 19.03. The seniority factors of each of the Named Executive Officers for fiscal 2013 were as follows: Mr. Jumper 21.90; Ms. Hagan 20.96; Mr. Tobias 20.36; Mr. Thomas 15.88; and Mr. Forsdick 19.36. Each of the Named Executive Officers had a position code of 1.25 for fiscal 2012 and 2013.

We have from time to time used short-term incentive compensation in the form of discretionary cash bonuses to meet market and competitive demands. Bonus amounts are based upon a variety of factors including perceived competitive pressures, base salary, internal value of the position and seniority. No discretionary cash bonuses were paid to our Named Executive Officers with respect to fiscal 2013, 2012 or 2011.

On November 19, 2013, the Compensation Committee adopted the 2014 Plan. Under the Plan, the payment of performance-based cash incentives related to fiscal 2014 performance may be made to participating employees, including the Named Executive Officers, based on the achievement of Company-wide targets related to EBITDA (the Company goal) and the attainment of personal goals to be established for each participating employee (personal goals). Accordingly, the 2014 Plan is designed to align the efforts and results of individual employees with the Company s financial business objectives and rewards and recognizes participating employees when the Company and the participating employee perform at or above expected levels.

The Compensation Committee has determined that the fiscal 2014 target incentive amounts for Messrs. Jumper, Tobias, Thomas and Forsdick and Ms. Hagan would be 20%, 15%, 15%, 10% and 15%, respectively, of their annual base salaries. Actual incentive amounts paid to the named executive officers may be more or less than the target incentive amounts based on the level of attainment of the Company goal and personal goals. Incentive amounts are first determined based upon the level of attainment of the Company goal. The incentive amount paid to a participating employee is then adjusted to reflect the attainment of personal goals by increasing or decreasing the incentive amount within a range of 25% to 125%.

The Compensation Committee has delegated to Mr. Jumper the authority to determine the final incentive amounts that are payable to participating employees (other than Mr. Jumper) based upon criteria set forth in the Plan. The Compensation Committee has retained the authority to determine the final incentive amount payable to Mr. Jumper based upon the criteria set forth in the Plan.

Long-Term Equity Incentive Compensation

Long-term equity incentives encourage participants to focus on long-term performance and provide an opportunity for executive officers and certain designated key employees to increase their stake in our Company through grants of stock options and restricted stock. By using a mix of stock options and restricted stock (or restricted stock unit) grants, we are able to compensate our Named Executive Officers for sustained increases in

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our stock performance as well as long-term growth. The Compensation Committee makes the determination whether to grant stock options or restricted stock (or restricted stock units) by weighing the financial effects on the Company and the benefits and drawbacks of each type of award for the Named Executive Officers. Such determination is made at the time of the grant.

In fiscal 2012, our Compensation Committee approved restricted stock grants to the Named Executive Officers, other officers and certain other employees. In addition to rewarding these individuals for our long-term success and aligning the interests of the Named Executive Officers with the Company, these grants also help us to retain talented employees because the shares cannot be sold during a three-year restricted period. We determine the fair value of the restricted stock by taking the average of the high and low price of our Common Stock on the NASDAQ Global Select Market on the date of grant, and we recognize these costs, net of estimated forfeitures, over the vesting period of the restricted stock. The restricted shares granted in fiscal 2012 were awarded under our 2006 Stock and Performance Incentive Stock Plan and vest on the third anniversary of the date of grant. In the future, we intend to grant restricted stock units instead of making direct grants of restricted stock to our Named Executive Officer due to the greater administrative simplicity of the units. The restricted stock units are otherwise intended to function in the same manner as direct grants of restricted stock.

In previous years, the Compensation Committee has awarded long-term equity incentive compensation in the form of stock option grants to the Named Executive Officers, other officers and certain other employees. For these awards, the exercise price of the stock options equaled the average of the high and low trading price of our Common Stock on the NASDAQ Global Select Market on the date of grant. We have not granted options with an exercise price that is less than the average of the high and low trading price of our Common Stock on the NASDAQ Global Select Market on the date of grant, and we have not made grants with a grant date that occurs before the Board of Directors action. We determine the fair value of each stock option on the date of grant using the Black-Scholes option pricing model, and we recognize these costs, net of estimated forfeitures, over the vesting period of the stock options. We did not award any stock options in fiscal 2013, 2012 or 2011.

Our Compensation Committee recommends to our Board of Directors the equity awards to be made to each Named Executive Officer prior to the grant of such equity awards by the Board of Directors. Although the Compensation Committee does not use a set formula to make these grants, the Compensation Committee generally determines awards based on a number of factors, including the current price of our stock, individual merit, the Company s overall performance, and the individual s overall compensation package. The Company s ultimate goal with any equity award is to align executive interests with Company interests, to reward long-term achievement and to promote retention. Grants of equity may be made at any time during the year, although typically an award is made to each Named Executive Officer at the beginning of each fiscal year. We do not time the release of material non-public information with the purpose of affecting the value of executive compensation.

We have one equity compensation plan, the 2006 Stock and Performance Incentive Plan (the 2006 Plan). The 2006 Plan provided 750,000 shares of authorized but unissued shares of our Common Stock to be awarded to our officers, directors, employees and consultants. These awards can be made in various forms, including options, grants or restricted stock grants. Stock option grant