

DAWSON GEOPHYSICAL CO  
Form 8-K  
January 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (date of earliest event reported): January 27, 2012 (January 24, 2012)

**DAWSON GEOPHYSICAL COMPANY**

(Exact name of Registrant as specified in its charter)

TEXAS

001-34404

75-0970548

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(State of incorporation  
or organization)

(Commission  
file number)

(I.R.S. employer  
identification number)

**508 W. WALL, SUITE 800**

**MIDLAND, TEXAS**  
(Address of principal executive offices)

**79701**  
(Zip code)

**Registrant's telephone number, including area code: (432) 684-3000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 24, 2012, the Board of Directors of the Company (the Board), on the recommendation of the Compensation Committee, approved a deferral of a portion of the fiscal 2012 salary of Stephen C. Jumper, Christina W. Hagan, C. Ray Tobias and K. S. Forsdick. The amount of deferred fiscal 2012 salary for these named executive officers is the same as the amount of fiscal 2011 salary deferred as shown in the Company's 2012 proxy statement. The deferred portion will be paid in December of 2012.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company's Annual Meeting of Shareholders was held on January 24, 2012.

The following proposals were adopted by the margins indicated:

**1. To elect a Board of Directors to hold office until the next annual meeting of shareholders and until their successors are elected and qualified.**

| Director Name     | Number of Shares |          | Broker<br>Non-Votes |
|-------------------|------------------|----------|---------------------|
|                   | For              | Withheld |                     |
| Paul H. Brown     | 5,193,902        | 415,098  | 1,608,324           |
| Craig W. Cooper   | 5,325,134        | 283,866  | 1,608,324           |
| L. Decker Dawson  | 4,919,850        | 689,150  | 1,608,324           |
| Gary M. Hoover    | 5,293,395        | 315,605  | 1,608,324           |
| Stephen C. Jumper | 5,201,317        | 407,683  | 1,608,324           |
| Jack D. Ladd      | 5,297,829        | 311,171  | 1,608,324           |
| Ted R. North      | 5,293,812        | 315,188  | 1,608,324           |
| Tim C. Thompson   | 4,941,534        | 667,466  | 1,608,324           |

**2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2012.**

|         | Number of Shares |
|---------|------------------|
| For     | 5,902,123        |
| Against | 690,182          |
| Abstain | 625,019          |

**3. To approve, on an advisory basis, the executive compensation of the named executive officers.**

|                  | Number of Shares |
|------------------|------------------|
| For              | 5,396,333        |
| Against          | 95,047           |
| Abstain          | 117,620          |
| Broker Non-Votes | 1,608,324        |

**4. To recommend, on an advisory basis, the frequency with which shareholders participate in an advisory vote on executive compensation.**

|               | Number of Shares |
|---------------|------------------|
| Every 1 Year  | 3,532,936        |
| Every 2 Years | 420,319          |
| Every 3 Years | 1,541,294        |
| Abstain       | 114,451          |

The Company's shareholders voted, on an advisory basis, for Every 1 Year as their preferred frequency of conducting future advisory votes on executive compensation. The Board has considered the voting results of this advisory vote and other factors, and the Board has determined that future advisory votes on executive compensation will be held on an annual basis until the next required shareholder advisory vote on the frequency of such votes or until the Board otherwise determines that a different frequency for such votes is in the best interests of the Company's shareholders.

**SIGNATURES**

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

DAWSON GEOPHYSICAL COMPANY

Date: January 27, 2012

By: /s/ Christina W. Hagan  
Christina W. Hagan  
Executive Vice President, Secretary and Chief Financial Officer