

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933****DAWSON GEOPHYSICAL COMPANY**

(Exact name of Registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation or organization)

**74-2095844**  
(I.R.S. Employer  
Identification Number)

**508 West Wall, Suite 800**  
**Midland, Texas 79701**  
(Address of principal executive offices, including zip code)

**Dawson Geophysical Company 2016 Stock and Performance Incentive Plan**  
(Full Title of the Plan)

**Stephen C. Jumper**  
**Chairman of the Board, President and Chief Executive Officer**  
**Dawson Geophysical Company**  
**508 West Wall, Suite 800**  
**Midland, Texas 79701**  
**(432) 684-3000**

(Name, address and telephone number, including area code, of agent for service)

**Copy to:**  
**Neel Lemon**  
Baker Botts L.L.P.  
2001 Ross Avenue, Suite 600  
Dallas, Texas 75201-2980  
Telephone: (214) 953-6500  
Facsimile: (214) 953-6503

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," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer	<input type="radio"/>	Accelerated Filer	<input checked="" type="radio"/>
Non-accelerated Filer	<input type="radio"/>	Smaller Reporting Company	<input type="radio"/>

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
<b>Common Stock (par value \$0.01 per share)</b>				
Dawson Geophysical Company 2016 Stock and Performance Incentive Plan	<b>1,000,000(2)</b>	<b>\$7.76</b>	<b>\$7,760,000</b>	<b>\$781.44</b>

- (1) Pursuant to Rule 416(a) under the U.S. Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes any additional shares of the Common Stock, par value \$0.01 per share ("Registrant Common Stock"), of Dawson Geophysical Company, a Texas corporation (the "Registrant"), that may be issued pursuant to any stock split, stock dividend or similar transaction with respect to these shares.
- (2) This Registration Statement registers 1,000,000 shares of Registrant Common Stock, which are issuable pursuant to the Dawson Geophysical Company 2016 Stock and Performance Incentive Plan (the "Plan").
- (3) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, the offering price and registration fee are based on a price of \$7.76 per share, which price is an average of the high and low prices of the Registrant Common Stock as reported in the NASDAQ Global Select Market on July 14, 2016.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) Prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the “Note” to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants of the Plan as required by Rule 428(b)(1).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents, as filed by the Registrant (File No. 1-32472) with the Securities and Exchange Commission (the “SEC”), are incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015, filed by the Registrant with the SEC on March 16, 2016 (the “Annual Report”);
- (b) The portions of the Registrant’s Definitive Proxy Statement on Schedule 14A, filed by the Registrant with the SEC on March 25, 2016, that were incorporated by reference into the Annual Report;
- (c) The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed by the Registrant with the SEC on May 10, 2016;
- (d) The Registrant’s Current Reports on Form 8-K filed by the Registrant with the SEC on February 19, 2016, March 25, 2016, May 5, 2016 (in each case only to the extent filed and not furnished);
- (e) The description of Registrant Common Stock contained in the Registration Statement on Form S-4 (File No. 333-199922) filed with the SEC on November 6, 2014, as amended, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall, except to the extent otherwise provided by Regulation S-K or any other rule promulgated by the SEC, be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other document subsequently filed or incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including exhibits related to those items, is not incorporated by reference in this Registration Statement or any related prospectus.

#### Item 4. Description of Securities.

Not Applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not Applicable.

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#### Item 6. Indemnification of Directors and Officers.

##### *Texas Law and the Company’s Governing Documents*

The Registrant is incorporated under the laws of the State of Texas. The discussion below summarizes the material indemnification provisions of the Registrant’s amended and restated certificate of formation, amended and restated bylaws and Chapters 7 and 8 of the Texas Business Organizations Code (the “TBOC”).

Chapter 8 of the TBOC requires a Texas corporation to indemnify a director, former director or delegate thereof against reasonable expenses actually incurred by such person in connection with a proceeding in which such person is a respondent because such person is or was a director or delegate thereof if such person is wholly successful, on the merits or otherwise, in the defense of the proceeding. Further, Chapter 8 of the TBOC permits a Texas corporation to indemnify a director, former director or delegate thereof who was, is, or is threatened to be made a respondent in a proceeding against judgments and expenses that are reasonable and actually incurred by such person in connection with such proceeding if it is determined that: (1) such person (a) acted in good faith, (b) reasonably believed, in the case of conduct in such person’s official capacity, that such person’s conduct was in the corporation’s best interest and, in any other case, that such person’s conduct was not opposed to the corporation’s best interests, and (c) in the case of a criminal proceeding, did not have a reasonable cause to believe such person’s conduct was unlawful and (2) with respect to expenses, the amount of such expenses is reasonable.

Under Chapter 8 of the TBOC, indemnification of a person that is found liable to a Texas corporation or found liable because such person improperly received a personal benefit (1) is limited to reasonable expenses actually incurred, (2) does not include a judgment, a penalty, a fine, or an excise or similar

tax and (3) may not be made if such person has been found liable for (a) willful or intentional misconduct in the performance of any duties to the corporation, (b) breach of any duty of loyalty owed to the corporation or (c) an act or omission not committed in good faith that constitutes a breach of any duty owed by such person to the corporation.

Chapter 8 of the TBOC permits a Texas corporation to pay or reimburse reasonable expenses incurred by a present director or delegate thereof who was, is, or is threatened to be made a respondent in a proceeding in advance of the final disposition of the proceeding without making the required determinations after the corporation receives (1) a written affirmation by such person of such person's good faith belief that the person has met the standard of conduct necessary for indemnification and (2) a written undertaking by or on behalf of such person to repay the amount paid or reimbursed if the final determination is that the person has not met that standard or that indemnification is prohibited by Chapter 8 of the TBOC.

Chapter 8 of the TBOC permits a Texas corporation to indemnify and advance expenses to persons other than present or former directors, including officers, employees or agents, as provided by the corporation's governing documents or contract, among other means, and requires that a corporation indemnify an officer to the same extent that indemnification is required under the TBOC.

Chapter 8 of the TBOC provides that a Texas corporation has the power to purchase and maintain insurance on behalf of its directors, officers, employees or agents against liabilities (1) asserted against such person in his or her capacity or (2) arising out of his or her status as a director, officer, employee or agent of the company. A Texas corporation has this power whether or not the corporation has the power to indemnify such person against the liability under Chapter 8 of the TBOC.

Section 6.b of the Registrant's amended and restated certificate of formation and Section 8.6 of the Registrant's amended and restated bylaws, respectively, provide that the Registrant has the authority to, and shall, indemnify its directors and officers to the fullest extent permitted by Texas law.

Chapter 7 of the TBOC provides that a certificate of formation or other governing document may provide that a director of a Texas corporation is not liable, or is liable only to the extent provided by the certificate of formation or other governing document, to the corporation or its shareholders for monetary damages for an act or

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omission by such person in such person's capacity as a director of the corporation. However, a Texas corporation may not eliminate or limit the liability of a director to the extent such director is found liable under applicable law for:

- a breach of the director's duty of loyalty to the corporation or its shareholders;
- an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or which involves intentional misconduct or a knowing violation of law;
- a transaction from which the director received an improper personal benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or
- an act or omission for which the liability of a director is expressly provided by an applicable statute.

Section 6.j of the Registrant's amended and restated certificate of formation eliminates the personal liability for monetary damages for an act or omission of a director to the fullest extent permitted by Texas law.

The indemnification rights set forth above are not exclusive of any other right which an indemnified person may have or may hereafter acquire under any statute. Any repeal or amendment of the Registrant's amended and restated certificate of formation by the Registrant's shareholders will be prospective only and will not adversely affect any limitation on the personal liability of a director arising from an act or omission occurring prior to the time of such repeal or amendment.

#### *Indemnification Agreements*

The Registrant has also entered into indemnification agreements (each, individually, an "Indemnification Agreement," and collectively, the "Indemnification Agreements") with each of Craig W. Cooper, William J. Barrett, James K. Brata, Gary M. Hoover, Ph.D., Stephen C. Jumper, Allen T. McInnes, Ph.D., Ted R. North, James W. Thomas, C. Ray Tobias, Wayne A. Whitener, Daniel G. Winn and Mark A. Vander Ploeg (each, individually, an "Indemnitee," and collectively, the "Indemnitees"). Pursuant to the Indemnification Agreements, the Registrant agreed to indemnify each Indemnitee to the fullest extent permitted by applicable law against any and all expenses arising from any Proceeding (as defined in the Indemnification Agreements) in which an Indemnitee was, is or will be involved as a party or otherwise by reason of any Indemnitee's service as, or actions taken while (i) a director or officer of the Registrant or (ii) at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Following a request by an Indemnitee the Registrant is required to advance (within five (5) days of receipt of such request) to such Indemnitee any and all expenses relating to the Indemnitee's defense of such Proceeding, subject to the Indemnitee's compliance with certain provisions of the TBOC.

The obligations of the Registrant to provide indemnification under the Indemnification Agreements is subject to a determination in accordance with Section 8.103(a)(1) or (2) of the TBOC.

Any costs and expenses that an Indemnitee is entitled to under the Indemnification Agreements will not be exclusive to any other rights to which the Indemnitee may currently or in the future be entitled under any provision of applicable law, the Registrant's amended and restated certificate of formation, the Registrant's amended and restated bylaws or otherwise. The Registrant is not required to indemnify an Indemnitee to the extent such indemnification conflicts with Texas law.

Each of the Indemnification Agreements will continue until the earlier of (i) the sixth (6th) anniversary after the Indemnitee has ceased to occupy the position or have the relationships described in the Indemnification Agreement that qualifies the Indemnitee for indemnification or (ii) the final termination of all Proceedings with respect to the Indemnitee commenced in such six (6) year period.

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The Registrant also maintains insurance for its officers and directors against certain liabilities, including liabilities under the Exchange Act, the premiums of which the Registrant pays. The effect of these policies is to indemnify any of the Registrant's officers and directors against expenses, judgments, attorney's fees and other amounts paid in settlements incurred by an officer or director upon a determination that such person acted in good faith.

**Item 7. Exemption From Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

The list of exhibits is set forth under "Exhibit Index" at the end of this Registration Statement and is incorporated herein by reference.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this

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Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Texas, on July 18, 2016.

**DAWSON GEOPHYSICAL COMPANY**

By: /s/ Stephen C. Jumper  
Stephen C. Jumper  
 Chairman of the Board, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below appoints Stephen C. Jumper and James K. Brata, and each of them, each of whom may act without the joinder of the others, as his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act, and to file the same with all exhibits thereto and all documents in connection therewith with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Stephen C. Jumper Stephen C. Jumper	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	July 18, 2016
/s/ Wayne A. Whitener Wayne A. Whitener	Executive Vice Chairman	July 18, 2016
/s/ James K. Brata James K. Brata	Executive Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer)	July 18, 2016
/s/ William J. Barrett William J. Barrett	Director	July 18, 2016

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/s/ Craig W. Cooper Craig W. Cooper	Director	July 18, 2016
/s/ Gary M. Hoover, Ph.D. Gary M. Hoover, Ph.D.	Director	July 18, 2016
/s/ Allen T. McInnes, Ph.D. Allen T. McInnes, Ph.D.	Director	July 18, 2016
/s/ Ted R. North Ted R. North	Director	July 18, 2016
/s/ Mark Vander Ploeg Mark Vander Ploeg	Director	July 18, 2016

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**INDEX TO EXHIBITS**

Exhibit No.	Description
4.1*	Amended and Restated Certificate of Formation, as amended February 11, 2015, filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed on March 16, 2015, and incorporated herein by reference.
4.2*	Amended and Restated Bylaws, as amended February 11, 2015, filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed on March 16, 2015, and incorporated herein by reference.
4.3*	Form of Specimen Stock Certificate, filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed on February 11, 2015, and

incorporated herein by reference.

- 5.1 Opinion of Baker Botts L.L.P., regarding the legality of securities to be issued by the Registrant.
- 23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
- 24.1 Powers of Attorney (included in signature page hereto).
- 99.1\* Dawson Geophysical Company 2016 Stock and Performance Incentive Plan, filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed on May 5, 2016, and incorporated herein by reference.
- 99.2\* Form of Restated Indemnification Agreement entered into with directors and executive officers of the Registrant, filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on October 9, 2014, and incorporated herein by reference.

\* \_\_\_\_\_  
Incorporated herein by reference as indicated.

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MOSCOW  
NEW YORK  
PALO ALTO  
RIYADH  
SAN FRANCISCO  
WASHINGTON

July 18, 2016

Dawson Geophysical Company  
508 West Wall, Suite 800  
Midland, Texas 79701

Ladies and Gentlemen:

We have acted as counsel to Dawson Geophysical Company, a Texas corporation (the "Company"), with respect to certain legal matters in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 1,000,000 shares of common stock, par value \$0.01 per share (the "Shares"), that may be issued pursuant to the Dawson Geophysical Company 2016 Stock and Performance Incentive Plan (the "Plan"). At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined (i) the Company's Amended and Restated Certificate of Formation and the Amended and Restated Bylaws of the Company, in each case as amended to date, (ii) the Plan, (iii) originals, or copies certified or otherwise identified, of corporate records of the Company, (iv) certificates of public officials and of representatives of the Company and (v) statutes and other instruments or documents as we deemed necessary or advisable as a basis for the opinions hereinafter expressed.

In giving the opinion set forth below, we have relied, without independent investigation or verification, to the extent we deemed appropriate, upon the certificates, statements or other representations of the Company and public officials, with respect to the accuracy of the factual matters contained in or covered by such certificates, statements or representations. In making our examination, we have assumed that all signatures on all documents examined by us are genuine, that all documents submitted to us as originals are authentic and complete, the conformity to the originals of all documents submitted to us as copies, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

On the basis of the foregoing, and subject to the assumptions, qualifications, limitations and exceptions herein set forth, we are of the opinion that, when issued and sold from time to time in accordance with the provisions of the Plan, the Shares will have been duly authorized by all necessary corporate action on the part of the Company; and upon issuance and delivery of such Shares from time to time pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of an award granted pursuant to the Plan, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and nonassessable.

The opinion set forth above is limited in all respects to the laws of the State of Texas as in effect on the date hereof, and no opinion is expressed herein as to matters governed by the law of any other jurisdiction.

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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Dawson Geophysical Company 2016 Stock and Performance Incentive Plan of our report dated March 15, 2016, with respect to the consolidated financial statements of Dawson Geophysical Company included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst and Young LLP

Dallas, Texas  
July 15, 2016

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