
**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): November 30, 2012 (November 27, 2012)

DAWSON GEOPHYSICAL COMPANY

(Exact name of Registrant as specified in its charter)

TEXAS
(State
of incorporation or organization)

001-34404
(Commission
file number)

75-0970548
(I.R.S. employer
identification number)

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

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

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

On November 27, 2012, L. Decker Dawson, the founder and current Chairman of the Board of Directors (the “Board”) of Dawson Geophysical Company (the “Company”), informed the Board that he would not stand for reelection when his current term as a director expires at the Company’s next Annual Meeting of Shareholders in January 2013 (the “Annual Meeting”). At the same meeting, the Board appointed Mr. Dawson to the new position of Chairman Emeritus of the Board, such appointment to be effective when his term as a director expires at the Annual Meeting.

Since founding the Company in 1952, Mr. Dawson has served the Company as President and Chief Executive Officer and in his present role as Chairman of the Board. Mr. Dawson will continue to consult and participate in Board meetings as Chairman Emeritus, a position that recognizes Mr. Dawson’s singular contributions to the Company, and will remain as an employee of the Company. The Board does not intend to fill Mr. Dawson’s seat on the Board and, accordingly, the Board will be reduced from eight to seven directors.

On the same date, the Board appointed Stephen C. Jumper, the Company’s President and Chief Executive Officer, to be Chairman of the Board, such appointment to be effective as of the Annual Meeting and conditioned on Mr. Jumper’s reelection to the Board at the Annual Meeting. Mr. Jumper will not receive additional compensation to serve as Chairman of the Board.

In connection with the appointment of Mr. Jumper as Chairman of the Board, the Board also 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. The Lead Director, among other things, will serve as a representative for the independent directors, preside at all Board meetings at which the Chairman is not present, including executive sessions of the non-employee directors, and oversee the process of evaluating and compensating the chief executive officer. The Board has appointed Craig W. Cooper to be Lead Director, such appointment to be effective as of the Annual Meeting and conditioned on Mr. Cooper’s reelection to the Board at the Annual Meeting.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 27, 2012, the Board approved amendments to the Second Amended and Restated Bylaws of the Company, as amended (the “Bylaws”) to provide for certain powers and responsibilities of the Lead Director, including the power to call special meetings of the independent directors. A copy of the amendments to the Bylaws is filed as Exhibit 3.1 hereto and incorporated herein by reference, and the description of the Bylaw amendments is qualified in its entirety by reference thereto.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
3.1	— Amendment No. 3 to Second Amended and Restated Bylaws, as amended, of the Company

SIGNATURES

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

DAWSON GEOPHYSICAL COMPANY

Date: November 30, 2012

By: /s/ Christina W. Hagan

Christina W. Hagan
Executive Vice President, Secretary and
Chief Financial Officer

INDEX TO EXHIBITS

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DESCRIPTION

3.1 — Amendment No. 3 to Second Amended and Restated Bylaws, as amended, of the Company

**Amendment No. 3
TO THE
SECOND AMENDED AND RESTATED BYLAWS
OF DAWSON GEOPHYSICAL COMPANY**

The Second Amended and Restated Bylaws, as amended (the "Bylaws") of Dawson Geophysical Company, a Texas corporation (the "Corporation"), are hereby amended as of November 27, 2012, as follows:

1. Article II, Section 11 of the Bylaws is hereby amended in its entirety and replaced with the following:

Section 11. Presiding Officer of Meetings. Meetings of the shareholders shall be presided over by the Chairman of the Board of Directors, if one shall be elected, or in the absence of a Chairman of the Board of Directors, by the Lead Director, if one shall be elected, the Chief Executive Officer, the President or by any Vice President, or, in the absence of any such officers, by a chairman to be chosen by a majority of the shareholders entitled to vote at the meeting who are present in person or by proxy. The Secretary, or, in the Secretary's absence, any Assistant Secretary or any person appointed by the individual presiding over the meeting, shall act as secretary at meetings of the shareholders.

2. Article III, Section 7 of the Bylaws is hereby amended in its entirety and replaced with the following:

Section 7. Special Meetings. Special meetings of the Board may be called by the President on five days' notice to each Director, either personally or by mail, or, with the Director's consent, by electronic transmission; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two Directors. Special meetings of the non-management Directors may be called by the Lead Director, if one shall be elected, on five days' notice to each non-management Director, either personally or by mail, or, with the Director's consent, by electronic transmission.

3. Article V, Section 1 of the Bylaws is hereby amended in its entirety and replaced with the following:

Section 1. General. The officers of the Corporation shall be chosen by the Directors and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose (i) a Chairman of the Board, who must be a member of the Board of Directors; (ii) a Chief Executive Officer, who need not be a member of the Board of Directors; and (iii) additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

4. Article V, Section 6 of the Bylaws is hereby amended in its entirety and replaced with the following:

Section 6. The Chairman of the Board. The Chairman of the Board, if one shall be elected, shall preside at all meetings of the shareholders and Board of Directors and shall be ex officio a member of all standing committees of the Corporation. In addition, the Chairman of the Board shall perform whatever duties and shall exercise all powers that are given by the Board of Directors. Unless otherwise designated by the Board of Directors, the Chairman of the Board, if one shall be elected, shall also be the Chief Executive Officer of the Corporation. In the absence of the Chairman, such of the Chairman's duties shall be performed and authority exercised by either the Lead Director, if one shall be elected, or the Chief Executive Officer, if one shall be elected, as may be designated by the Chairman with the right reserved to the Board of Directors to designate or supersede any designation so made.

5. Article V, Section 7 of the Bylaws is hereby amended in its entirety and replaced with the following:

Section 7. The President. The President shall, in the absence of the Chairman of the Board and the Lead Director, if one shall be elected, preside at meetings of the shareholders and Board of Directors, shall implement the general directives, plans and policies formulated by the Board of Directors; and shall further have the duties, responsibilities and authorities as may be assigned by the Board of Directors. The President may sign, with any other proper officer, certificates for shares of the Corporation and any deeds, bonds, mortgages, contracts and other documents which the Board of Directors has authorized to be executed, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws, to some other officer or agent of the Corporation. In the absence of the President, the duties of the President shall be performed and the President's authority may be exercised by a Vice President of the Corporation as may have been designated by the President with the right reserved to the Board of Directors to designate or supersede any designation so made.