

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): March 15, 2022

DAWSON GEOPHYSICAL COMPANY
(Exact name of Registrant as specified in its charter)

TEXAS
(State of incorporation
or organization)

001-32472
(Commission file number)

74-2095844
(I.R.S. employer identification number)

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

(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))

Title of each class
Common Stock, \$0.01 par value

Trading Symbol(s)
DWSN

Name of each exchange on which registered
The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On March 15, 2022, Dawson Geophysical Company (“Dawson”) held a virtual special meeting of its stockholders (the “Special Meeting”). At the Special Meeting, Dawson’s stockholders voted on proposals to (i) approve and adopt the terms of the Agreement and Plan of Merger dated as of October 25, 2021 (as amended from time to time, the “Merger Agreement”), by and among Dawson, Wilks Brothers, LLC (“Wilks”) and WB Acquisitions Inc. (“Merger Sub”) pursuant to which Merger Sub will merge with and into Dawson, with Dawson surviving as a subsidiary of Wilks (the “Merger”), (ii) approve through a non-binding advisory vote certain compensation that will or may be paid by Dawson to its named executive officers that is based on or otherwise relates to the Merger (the “Compensation Proposal”) and (iii) adjourn the Special Meeting from time to time, if necessary or appropriate as determined in the discretion of the board of directors of Dawson (the “Board of Directors”) or the Chairman of the Board of Dawson, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting (the “Adjournment Proposal”).

Prior to the Special Meeting, Dawson delivered a definitive proxy statement (the “Proxy Statement”) to its stockholders describing and providing information relating to the Special Meeting, the Merger, the Compensation Proposal and the Adjournment Proposal. The Proxy Statement was filed by Dawson with the U.S. Securities and Exchange Commission on February 22, 2022.

As disclosed in the Proxy Statement, as of the close of business on February 2, 2022, the record date for the Special Meeting, there were 23,692,379 shares of Dawson’s common stock, \$0.01 par value per share (“common stock”), outstanding and entitled to vote at the Special Meeting. At the Special Meeting, 20,959,025 shares of common stock were represented in person or by proxy, which constituted a quorum to conduct business at the Special Meeting. The following summarizes the final voting results for the Special Meeting proposals, each of which is more fully described in the Proxy Statement:

1. **Merger.** Dawson’s stockholders did not approve the Merger. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
18,175,963	2,780,196	2,866

2. **Compensation Proposal.** Dawson’s stockholders approved the Compensation Proposal. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
18,127,058	2,822,494	9,473

3. **Adjournment Proposal.** Dawson’s stockholders approved the Adjournment Proposal. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
18,167,356	2,781,583	10,086

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: March 16, 2022

By: /s/ Stephen C. Jumper

Stephen C. Jumper

President and Chief Executive Officer
