





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

(e) On January 28, 2019, the Board of Directors of Seitel, Inc. (together with its subsidiaries, the “Company”) amended the annual incentive plan for its named executive officers (the “Executives”) to include a stock component (the “Amendment”). Prior to the Amendment, the annual incentive plan consisted of pre-established company-wide financial performance goals and each Executive’s annual bonus was paid in cash based on the Company’s performance in relation to these pre-established goals, with bonuses calculated as a percentage of the Executive’s base salary. If the target financial performance goal was achieved, the Executive was entitled to a “target bonus.” If the maximum financial performance goal was achieved or exceeded, the executive was eligible to earn the “maximum bonus.” If the Company exceeded the threshold financial performance goal, but did not achieve the target level, the Executive was eligible to earn anywhere from \$1.00 up to the target bonus amount earned, determined by interpolation. The Amendment leaves in place the annual incentive plan, but provides for additional compensation to the Executives in the form of common stock of Seitel Holdings, Inc. in the event that the maximum financial performance goal is exceeded. As a result, each Executive’s maximum annual incentive bonus has increased, with the incremental change representing the additional stock compensation the Executive is eligible to receive pursuant to the Amendment. The value of the common stock shall be based on the fair market value at the time of issuance.

The chart below contains the percentages of base salary payable to each Executive under the annual incentive plan, as amended.

| Executive          | Threshold Cash Bonus % | Target Cash Bonus % | Maximum Cash Bonus % | Maximum Cash and Stock Bonus % |
|--------------------|------------------------|---------------------|----------------------|--------------------------------|
| Robert D. Monson   | 0%                     | 100%                | 158%                 | 200%                           |
| Marcia H. Kendrick | 0%                     | 70%                 | 110%                 | 140%                           |
| Richard C. Kelvin  | 0%                     | 70%                 | 110%                 | 140%                           |
| Randall A. Sides   | 0%                     | 70%                 | 110%                 | 140%                           |

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SIGNATURE

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.

SEITEL, INC.

Date: February 1, 2019 By: /s/ Marcia H. Kendrick  
Marcia H. Kendrick  
Chief Financial Officer