





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

On June 1, 2017, Mr. Daniel R. Osness resigned from the Board of Directors (the “Board”) of Seitel, Inc. (the “Company”). Mr. Osness’ resignation did not result from any disagreement with the Company or concern regarding its accounting or financial matters, its operations, policies or practices. Effective as of the same date, Ash Upadhyaya was appointed to the Board pursuant to the Amended and Restated Securities Holders Agreement (the “Securities Holders Agreement”), by and among Seitel Holdings, Inc., ValueAct Capital Master Fund, L.P., Centerbridge Capital Partners II, L.P. (“Centerbridge”), Centerbridge Capital Partners SBS II, L.P. and the management investors identified therein, dated as of May 23, 2011, pursuant to which Centerbridge has the right to designate three directors so long as it holds a specified Ownership Percentage, as defined therein. For a description of the Securities Holders Agreement, please see the Company’s Current Report on Form 8-K filed with the Securities Exchange Commission on May 25, 2011 (the “May 25, 2011 Current Report”).

Mr. Upadhyaya joined Centerbridge Partners, L.P. (“Centerbridge Partners”) in May 2017 as a Managing Director with a focus on investments in the energy sector. Prior to joining Centerbridge Partners, Mr. Upadhyaya was with KKR & Co. L.P., most recently as a Director of Energy and Infrastructure. Prior to this, Mr. Upadhyaya was a Senior Associate with NGP Energy Capital Management and Natural Gas Partners IX, L.P., and also previously worked with Shell International Exploration and Production in The Netherlands.

Except for those transactions reported in the May 25, 2011 Current Report which are hereby incorporated by reference, there are no arrangements or understandings pursuant to which Mr. Upadhyaya was appointed to the Board, and there are no transactions between Mr. Upadhyaya and the Company or any subsidiary of the Company that are reportable under Item 404(a) of Regulation S-K.

#### 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: June 6, 2017 By: /s/ Marcia H. Kendrick  
Marcia H. Kendrick  
Chief Financial Officer