

SEITEL INC  
Form S-8 POS  
March 24, 2003

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As filed with the Securities and Exchange Commission on March 24, 2003

Registration No. 33-89934

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Post Effective Amendment No. 1

To

**Form S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**SEITEL, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

76-0025431  
(I.R.S Employer

Identification No.)

10811 S. Westview Circle Drive,  
Suite 100, Bldg. C

Houston, Texas

(Address of Principal Executive  
Offices)

77043  
(Zip Code)

Seitel, Inc. 401(k) Plan

Seitel, Inc. 1994 Warrant Plans

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(Full title of the plans)

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Marcia Kendrick  
Seitel, Inc.  
10811 S. Westview Circle Drive, Suite 100, Bldg. C  
Houston, Texas

**77043**

(Name and address of agent for service)

(713) 881-8900  
(Telephone number, including area code, of agent for service

)

With Copy to:  
Charles Strauss

Fulbright & Jaworski L.L.P.

1301 McKinney, Suite 5100

Houston, Texas 77010-3095

(713) 651-5151

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Explanatory Note

Seitel, Inc. ("Seitel") originally filed a Registration Statement on Form S-8 (Reg. No. 33-89934) with the Securities and Exchange Commission on March 2, 1995 (the "Original S-8"). The Original S-8 covered:

- 100,000 shares of the common stock of Seitel, par value \$.01 per share (the "Common Stock"), which was subsequently increased to 200,000 shares as a result of a two-for-one stock split of the Common Stock (the "Stock Split"), to be offered and sold under the Seitel, Inc. 401(k) Plan (the "401(k) Plan"),
- 583,834 shares of Common Stock, which was subsequently increased to 1,167,668 shares as a result of the Stock Split, to be offered and sold under the Seitel, Inc. 1994 Warrant Plans, and
- an indeterminate amount of participation interests in the 401(k) Plan (the "Plan Interests") to be offered and sold under the 401(k) Plan.

The 401(k) Plan no longer provides for the issuance of shares of Common Stock or other securities of Seitel. A total of 67,269 shares to which the Original S-8 relates have not yet been sold pursuant to the 401(k) Plan (the "Remaining Shares"). This Post-Effective Amendment No. 1 to Form S-8 is being filed to deregister the Remaining Shares and all Plan Interests that were registered under the Original S-8 and which remain unissued under the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 21, 2003.

SEITEL, INC.

By: /s/ Marcia H. Kendrick

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Marcia H. Kendrick  
Acting Chief Financial Officer

Date: March 21, 2003

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/Larry E. Lenig, Jr. <hr/> Larry E. Lenig, Jr.	Chief Executive Officer and President (Principal Executive Officer)	March 21, 2003
/s/Marcia H. Kendrick <hr/> Marcia H. Kendrick	Acting Chief Financial Officer (Principal Accounting Officer)	March 21, 2003
/s/Fred S. Zeidman <hr/> Fred S. Zeidman	Chairman of the Board of Directors	March 21, 2003
/s/Walter M. Craig, Jr. <hr/>	Director	March 21, 2003

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Walter M. Craig, Jr.

/s/William Lerner Director March 21, 2003

William Lerner

/s/John Stieglitz Director March 21, 2003

John Stieglitz

/s/Robert Knauss Director March 21, 2003

Robert Knauss

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 has been signed on behalf of the Seitel, Inc. 401(k) Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 21, 2003.

SEITEL, INC. 401(K) PLAN

By: /s/ Monica K. Cross

Name: Monica K. Cross  
Title: Accounting Manager

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