

NATURAL GAS SERVICES GROUP INC
Form 10-K/A
April 23, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
Amendment No. 1

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-31398

NATURAL GAS SERVICES GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Colorado

75-2811855

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

508 W. Wall St. Suite 550, Midland, Texas

79701

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(432) 262-2700

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, \$.01 par value

New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer ☐	Accelerated filer ☒	Non-accelerated filer ☐	Smaller reporting company ☒	Emerging growth company ☐
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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. ☐

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant as of June 30, 2018 was approximately \$306,723,300 based on the closing price of the common stock on that date on the New York Stock Exchange.

At March 5, 2019, there were 13,193,044 shares of the Registrant's common stock outstanding.

Documents Incorporated by Reference

Certain information called for in Items 10, 11, 12, 13 and 14 of Part III are incorporated by reference to the registrant's definitive proxy statement for the annual meeting of shareholders to be held on June 20, 2019.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (the “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the “Form 10-K”), which Natural Gas Services Group, Inc. (the “Company”) originally filed with the Securities and Exchange Commission (“SEC”) on March 18, 2019 (the “Original Filing”). This Amendment is being filed solely to check the box on the cover page indicating that the Company is a "smaller reporting company" as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Except as described above, this Amendment does not modify, amend, or update any other disclosures or information presented in the Original Filing, and this Amendment does not reflect events occurring after the filing of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing.



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

NATURAL GAS SERVICES GROUP, INC.

Date: April 23, 2019 By: /s/ Stephen C. Taylor
Stephen C. Taylor
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Stephen C. Taylor Stephen C. Taylor	Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)	April 23, 2019
/s/ G. Larry Lawrence G. Larry Lawrence	Vice President and Chief Financial Officer (Principal Accounting Officer)	April 23, 2019
/s/ Charles G. Curtis Charles G. Curtis	Director	April 23, 2019
/s/ William F. Hughes, Jr. William F. Hughes, Jr.	Director	April 23, 2019
/s/ David L. Bradshaw David L. Bradshaw	Director	April 23, 2019
/s/ John W. Chisholm John W. Chisholm	Director	April 23, 2019

INDEX TO EXHIBITS

EXHIBIT

NO. DESCRIPTION

31.1* Certification of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).

31.2* Certification of the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).

* Filed herewith.