

NATURAL GAS SERVICES GROUP INC  
Form DEFA14A  
May 02, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A INFORMATION**  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

NATURAL GAS SERVICES GROUP, INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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M36592-P07685 \*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 14, 2011. NATURAL GAS SERVICES GROUP, INC. Meeting Information Meeting Type:Annual Meeting For holders as of:April 18, 2011 Date: June 14, 2011Time: 9:00 AM CDT Location:Hilton Hotel 117 West Wall Street Midland, TX 79701 You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.  
M36593-P07685

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Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:  
NOTICE AND PROXY STATEMENT ANNUAL REPORT WITH FORM 10-K How to View  
Online: Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX  
(located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or  
E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one.  
There is NO charge for requesting a copy. Please choose one of the following methods to make your  
request: 1) BY INTERNET:[www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE:1-800-579-1639 3) BY  
E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail  
with the information that is printed in the box marked XXXX XXXX XXXX by the arrow (located on the  
following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address  
will NOT be forwarded to your investment advisor. Please make the request as instructed above on or  
before May 31, 2011 to facilitate timely delivery. How To Vote Please Choose One of the Following  
Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must  
request a legal proxy. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper  
copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have  
attendance requirements including, but not limited to, the possession of an attendance ticket issued by the  
entity holding the meeting. Please check the meeting materials for any special requirements for meeting  
attendance. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information  
that is printed in the box marked by the arrow XXXX XXXX XXXX available and follow the  
instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will  
include a voting instruction form.

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Voting Items The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees 1) Gene A. Strasheim (for a term expiring 2012) 2) Kenneth V. Huseman (for a term expiring 2013) 3) Charles G. Curtis (for a term expiring 2014) 4) Stephen C. Taylor (for a term expiring 2014) The Board of Directors recommends you vote FOR the following proposals: 2. Ratification of the appointment of BDO USA, LLP as the Company's Independent Registered Public Accounting Firm for 2011. 3. To consider an advisory vote on compensation of our named executive officers. The Board of Directors recommends you vote 3 years on the following proposal: 4. To consider an advisory vote on the frequency of the advisory vote on compensation of our named executive officers. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. M36594-P07685

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Voting Instructions M36595-P07685