

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

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 under §240.14a-12

**ProPetro Holding Corp.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 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 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_
- Fee paid previously with preliminary materials.  
 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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# PROPETRO HOLDING CORP.

## Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 14, 2019

To be held at 2518 FM 307, Midland, Texas 79706

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report to Stockholders are available at [www.viewproxy.com/propetro/2019](http://www.viewproxy.com/propetro/2019).

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before June 6, 2019 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

### STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.

To the Stockholders of PROPETRO HOLDING CORP.

Notice is hereby given that the Annual Meeting of Stockholders of ProPetro Holding Corp. (the "Company") will be held on June 14, 2019 at 9:00 a.m. Central Time at 2518 FM 307, Midland, Texas 79706 for the following purposes:

1. Election of Directors.

(01) Dale Redman      (02) Spencer D. Armour, III      (03) Steven Beal      (04) Mark S. Berg  
(05) Anthony Best      (06) Pryor Blackwell      (07) Alan E. Douglas      (08) Royce W. Mitchell      (09) Jack B. Moore

2. To approve an amendment of the Company's Certificate of Incorporation to remove inoperative provisions related to the Company's former majority stockholder.

3. To approve an amendment of the Company's Certificate of Incorporation to remove the supermajority voting requirement for stockholders to amend the Company's Bylaws.

4. To approve an amendment of the Company's Certificate of Incorporation to remove the supermajority voting requirement for stockholders to amend the Company's Certificate of Incorporation.

5. To approve, on a non-binding, advisory basis, the Company's named executive officer compensation.

6. To approve an advisory vote on the frequency of future advisory votes on executive compensation.

7. To ratify the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2019.

**The Board of Directors recommends a vote "FOR" the election of all of the director nominees listed in Proposal 1, "FOR" Proposals 2, 3, 4, 5, and 7 and "ONE YEAR" for Proposal 6.**

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

### Material for this annual meeting and future meetings may be requested by one of the following methods:

**INTERNET**

To view your proxy materials online, go to [www.viewproxy.com/propetro/2019](http://www.viewproxy.com/propetro/2019). Have the 11 digit control number available when you access the website and follow the instructions.

**TELEPHONE**

If requesting your proxy materials by phone, call 877-777-2857 TOLL FREE.  
Have the 11 digit control number available when you call.

**E-MAIL**

[requests@viewproxy.com](mailto:requests@viewproxy.com)

\* If requesting your proxy materials by e-mail, please send a blank e-mail with the company name and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

**You must use the 11 digit control number located in the box below.**

CONTROL NO.

# **PROPETRO HOLDING CORP.**

2518 FM 307, Midland, Texas 79706

The following proxy materials are available to you for review at: [www.viewproxy.com/propetro/2019](http://www.viewproxy.com/propetro/2019)

Proxy Statement

2018 Annual Report to Stockholders

## **ACCESSING YOUR PROXY MATERIALS ONLINE**

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your control number to vote by Internet or request a paper copy of the proxy materials.

### **You May Vote Your Proxy When You View The Materials On The Internet**

#### **You Will Be Asked To Follow The Prompts To Vote Your Shares**

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

## **REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

By telephone please call **1-877-777-2857**

or

By logging onto <http://www.viewproxy.com/propetro/2019>

or

By email at: [requests@viewproxy.com](mailto:requests@viewproxy.com)

Please include the company name and your control number in the subject line.