

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ProPetro Holding Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1389
(Primary Standard Industrial
Classification Code Number)

26-3685382
(I.R.S. Employer
Identification Number)

1706 S. Midkiff, Bldg. B
Midland, Texas 79701
(432) 688-0012

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Dale Redman
Chief Executive Officer
1706 S. Midkiff, Bldg. B
Midland, Texas 79701
(432) 688-0012

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Ryan J. Maierson
Thomas G. Brandt
Latham & Watkins LLP
811 Main Street, Suite 3700
Houston, Texas 77002
(713) 546-5400

Alan Beck
Douglas E. McWilliams
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002
(713) 758-2222

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-221304

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share	2,300,000	\$ 15.50	\$ 35,650,000	\$ 4,438.43

- (1) Represents only the additional number of shares of common stock being registered and includes shares of common stock issuable upon exercise of Goldman Sachs & Co. LLC's option to purchase additional shares of common stock. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-221304).
- (2) ~~Previously registered on the Registration Statement on Form S-1 (File No. 333-221304).~~
- (3) The Registrant has previously paid \$22,465 for the registration of \$180,435,000 of proposed maximum aggregate offering price in the filing of the Registration Statement on November 2, 2017 (File No. 333-221304). The Registrant certifies to the Securities and Exchange Commission that it has instructed its bank to pay the Commission the filing fee set forth above for the additional securities being registered hereby by wire transfer as soon as practicable (but in any event no later than the close of business on November 7, 2017), that it will not revoke such instructions, and that it has sufficient funds in such account to cover the amount of such filing fee.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory Note

This registration statement is being filed with respect to the registration of additional shares of common stock of ProPetro Holding Corp., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (Registration No. 333-221304), initially filed by ProPetro Holding Corp. with the Securities and Exchange Commission on November 2, 2017, and which was declared effective on November 6, 2017, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II

Information Not Required in Prospectus

Item 16. Exhibits

All exhibits previously filed or incorporated by reference in the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-221304), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

Exhibit number	Description
5.1	Opinion of Latham & Watkins LLP as to the legality of the securities being registered
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Latham & Watkins LLP (contained in Exhibit 5.1)
24.1	Powers of Attorney (included on Page II-VIII of the Registration Statement on Form S-1 (File No. 333-221304) filed on November 2, 2017)

EXHIBIT INDEX

All exhibits previously filed or incorporated by reference in the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-221304), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, Texas, on November 6, 2017.

ProPetro Holding Corp.

By: /s/ Dale Redman
 Dale Redman
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on November 6, 2017.

<u>Signature</u>	<u>Title</u>
<u>/s/ Dale Redman</u> Dale Redman	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jeff Smith</u> Jeff Smith	Chief Financial Officer (Principal Financial Officer)
* <u>Ian Denholm</u>	Chief Accounting Officer (Principal Accounting Officer)
* <u>Spencer D. Armour, III</u>	Director
* <u>Steven Beal</u>	Director
* <u>Schuyler E. Coppedge</u>	Director
* <u>Alan E. Douglas</u>	Director
* <u>Stephen Herman</u>	Director
* <u>Matthew H. Himler</u>	Director
* <u>Peter Labbat</u>	Director

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* <u>Chris Leininger</u>	Director
* <u>Jack B. Moore</u>	Director

* By: /s/ Jeff Smith
 Jeff Smith
 Attorney-in-fact

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LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

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London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

November 6, 2017

ProPetro Holding Corp.
1706 S. Midkiff, Bldg. B
Midland, Texas 79701

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special counsel to ProPetro Holding Corp., a Delaware corporation (the "Company"), in connection with the resale of up to 13,800,000 shares (the "Common Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), by certain of the selling stockholders identified in the Registration Statement (as hereinafter defined). The Common Shares are included in a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "Act"), initially filed with the Securities and Exchange Commission (the "Commission") on November 2, 2017 (Registration No. 333-221304) (such registration statement, as amended as of the effective date thereof, together with the registration statement filed by the Company pursuant to Rule 462(b) promulgated under the Act, being collectively referred to herein as, the "Registration Statement").

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus (the "Prospectus"), other than as expressly stated herein with respect to the resale of the Common Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, the Common Shares have been duly authorized by all necessary corporate action of the Company, and the Common Shares are validly issued, fully paid and nonassessable.

November 6, 2017

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LATHAM & WATKINS LLP

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 22, 2017 (August 11, 2017 as to the subsequent event disclosures regarding the Initial Public Offering and the conversion of preferred stock to common stock described in Note 1 and Note 18 and as to the effects of the stock split as described in Note 1) relating to the consolidated financial statements of ProPetro Holding Corp. and Subsidiary appearing in Registration Statement No. 333-221304.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas

November 6, 2017
