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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): March 31, 2020

ProPetro Holding Corp.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-38035 (Commission File Number) 26-3685382 (I.R.S. Employer Identification No.)

1706 S. Midkiff, Bldg. B Midland, TX (Address of principal executive offices)

79701 (Zip Code)

Registrant's telephone number, including area code: (432) 688-0012

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- $\ \square$ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- □ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	PUMP	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. \Box

Item 2.02 Results of Operations and Financial Condition.

On March 31, 2020, ProPetro Holding Corp. (the "Company") issued a press release announcing, among other things, its preliminary fourth quarter and full year 2019 results. A copy of the press release is furnished as Exhibit 99.1.

The information furnished with this report, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d)	Exhibits.
(u)	EXHIDIUS.

Exhibit		D 14 67 114	
Number		Description of Exhibit	
99.1	Press release dated March 31, 2020		

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROPETRO HOLDING CORP.

Date: March 31, 2020 By: \(\frac{1}{5}\) Darin G. Holderness

Darin G. Holderness Interim Chief Financial Officer

3

ProPetro Reports Preliminary Unaudited Full Year and Fourth Quarter 2019 Results and Provides Other Updates

MIDLAND, TX, March 31, 2020 (Businesswire) – ProPetro Holding Corp. ("ProPetro" or "the Company") (NYSE: PUMP) today announced preliminary unaudited financial and operational results for the full year and fourth quarter of 2019 and provided other updates.

Full Year 2019 Operational Highlights

- · Achieved record-breaking efficiencies in key internal operational metrics each quarter of 2019.
- · Maintained strong profitability through volatile market conditions.
- · Successfully integrated new team members and assets from Pioneer Natural Resources.
- · Effective utilization for the Company averaged 23.9 fleets in 2019.

Full Year 2019 Financial Highlights

- · Grew total revenue by 20% to \$2.1 billion from \$1.7 billion in 2018.
- Reported net income was \$163.0 million, or \$1.57 per diluted share, for 2019, compared to \$173.9 million, or \$2.00 per diluted share, in 2018.
- Increased adjusted EBITDA⁽¹⁾ to \$519.1 million from \$388.5 million in 2018, more than 33% higher.

Fourth Quarter 2019 Highlights

- Total revenue was \$434.8 million as compared to the \$541.8 million in the third quarter of 2019.
- Net income was \$22.7 million, a 34% decrease from \$34.4 million in the previous quarter.
- Adjusted EBITDA⁽¹⁾ decreased 16% to \$110.3 million from \$131.9 million in the third quarter of 2019.
- · Effective utilization for the quarter was 19.2 fleets.

(1) Adjusted EBITDA is a Non-GAAP financial measure and is described and reconciled to net income (loss) in the table under "Non-GAAP Financial Measures."

Phillip Gobe, Chief Executive Officer, commented, "Even in light of current market conditions, we look forward to continued collaboration with our customers in an effort to increase efficiencies for us and our customers. I want to thank the ProPetro team, along with our customers, supply chain partners, and other key stakeholders for another strong year in 2019."

Fourth Quarter 2019 Financial Summary

Revenue for the fourth quarter of 2019 was \$434.8 million, or 20% lower than \$541.8 million for the third quarter of 2019. The decrease was primarily attributable to expected holiday seasonality and customer budget exhaustion at the end of 2019.

Costs of services, excluding depreciation and amortization of approximately \$39.0 million, for the fourth quarter of 2019 decreased to \$305.7 million from \$396.9 million during the third quarter of 2019 primarily due to lower activity levels resulting from expected holiday seasonality and customer budget exhaustion at the end of 2019.

General and administrative expense was \$31.1 million as compared to \$27.5 million in the third quarter of 2019. General and administrative expense, exclusive of \$7.9 million of professional and advisory fees associated with the internal review, \$2.5 million of stock-based compensation, and \$1.9 million of retention bonus and severance was \$18.8 million, or 4.3% of revenue, for the fourth quarter of 2019, compared to \$13.0 million, or 2.4% of revenue, for the third quarter of 2019.

Net income for the fourth quarter of 2019 totaled \$22.7 million, or \$0.22 per diluted share, versus \$34.4 million, or \$0.33 per diluted share, for the third quarter of 2019.

Adjusted EBITDA decreased to \$110.3 million for the fourth quarter of 2019 from \$131.9 million in the previous quarter.

Operations and DuraStim® Update

Effective utilization of the Company's fracturing assets during the fourth quarter of 2019 was 19.2 fleets. ProPetro currently expects effective utilization in the first quarter of 2020 to be approximately 18.6 fleets.

As previously announced, the Company's first electrically powered DuraStim® frac fleet was deployed on January 5, 2020 to a previously announced dedicated customer. Since deployment, ProPetro has been working diligently with its first customer, supply chain partners and equipment providers to evaluate the in-field performance of the new technology. While additional testing and evaluation is required, the Company remains encouraged by the performance of the first DuraStim® fleet to date and plans to provide additional information on its upcoming conference call and in the future as developments merit.

ProPetro exited 2019 operating 24 cementing units, a 20% increase from 20 units operating at year-end 2018. One cementing unit was deployed in the fourth quarter, and the Company deployed one additional unit in January of 2020, bringing current capacity to 25 units.

Liquidity and Capital Spending

As of December 31, 2019, total cash was \$149.0 million and total debt was \$130.0 million. Total liquidity at the end of the fourth quarter of 2019 was \$198.7, including cash and \$49.7 million of available capacity under the Company's revolving credit facility. Total liquidity as of March 30, 2020 was \$193.4 million, including cash of \$143.0 million and \$50.4 million of available capacity under the Company's revolving credit facility (\$110 million outstanding at March 30, 2020). Our borrowing capacity under our revolving credit facility (which is determined monthly based on 85% of eligible accounts receivables, less customary reserves) will be adversely impacted by the expected decline in our customer's activity given current market conditions. The Company had no net debt as of March 30, 2020 and intends to proactively manage its capital and liquidity needs.

Capital expenditures incurred during the fourth quarter of 2019 were \$66.3 million, which included spending on ProPetro's growth initiatives as well as maintenance capital. To date, the Company has substantially completed the capital program related to its original DuraStim® capital program and has no additional commitments to growth capital expenditures in 2020. As previously announced, the Company expects to significantly reduce maintenance capital expenditures and field level consumable costs as activity levels decrease.

Outlook

Mr. Gobe concluded, "In recent weeks we have seen severe disruptions not only to our business but also to our global economy. The onset of the COVID-19 pandemic paired with an unprecedented oil price environment has caused significant changes to the activity of customers and therefore our own activity. These same dynamics are also having a severe negative impact on pricing for our services. As announced last week, we have implemented a number of strategic actions to align our cost structure to better reflect currently expected lower activity levels. In this volatile and unpredictable environment, our team will remain focused on serving our employees and customers in order to maintain or produce value for all of our stakeholders."

Other Items

Management continues to provide information to its independent registered public accounting firm in order to allow it to evaluate the sufficiency of the scope of the internal review and associated findings, as well as the Company's proposed remediation plan. Management is working to complete its preparation of quarterly and annual financial statements to allow its independent registered public accounting firm to perform quarterly reviews and an audit of the financial statements as of and for the year ended December 31, 2019. The Company cannot currently predict when this process will be completed. The Company continues to work diligently to become current in its filing obligations with the Securities and Exchange Commission ("SEC") as soon as reasonably practicable, and it currently expects to do so prior to the expiration of the additional trading period granted by the NYSE on July 15, 2020.

As previously disclosed, the audit committee and management have not identified to date any items that would require revision or restatement of the Company's previously reported balance sheets, statements of operations, statements of shareholders' equity or statements of cash flows.

Conference Call Information

ProPetro plans to host a conference call on Wednesday, April 1, 2020 at 8:00 AM Central Time to discuss its results. To access the conference call, U.S. callers may dial toll free 1-844-340-9046 and international callers may dial 1-412-858-5205. Please call ten minutes ahead of the scheduled start time to ensure a proper connection. The call will also be webcast on ProPetro's web site, www.propetroservices.com.

A replay of the conference call will be available for one week following the call and can be accessed toll free by dialing 1-877-344-7529 for U.S. callers, 1-855-669-9658 for Canadian callers, as well as 1-412-317-0088 for international callers. The access code for the replay is 10131732.

About ProPetro

ProPetro Holding Corp. is a Midland, Texas-based oilfield services company providing pressure pumping and other complementary services to leading upstream oil and gas companies engaged in the exploration and production of North American unconventional oil and natural gas resources. For more information, please visit www.propetroservices.com.

Cautionary Statement Regarding Preliminary Financial Information

The Company has prepared the preliminary financial information set forth above on a materially consistent basis with its historical financial information and in good faith based upon its internal reporting for the three months and year ended December 31, 2019. This financial information is preliminary and unaudited and is thus inherently uncertain and subject to change as the Company finalizes its financial results and related audit for the year ended December 31, 2019. The Company is in the process of completing its customary quarterly close and review procedures and related audit as of and for the year ended December 31, 2019, and there can be no assurance that its final results for this period will not differ from this preliminary financial information. During the course of the preparation of the Company's consolidated financial statements and related notes as of and for the year ended December 31, 2019, the Company may identify items that could cause its final reported results to be materially different from the preliminary financial information should not be viewed as a substitute for full audited financial statements prepared in accordance with GAAP. In addition, this preliminary financial information for the three months and year ended December 31, 2019 is not necessarily indicative of the results to be achieved for any future period. This preliminary financial information has been prepared by and is the responsibility of management. In addition, the preliminary financial information presented above has not been audited, reviewed, or compiled by the Company's independent registered public accounting firm. Accordingly, the Company's independent registered public accounting firm does not express an opinion or any other form of assurance with respect thereto and assumes no responsibility for, and disclaims any association with, this information.

Forward-Looking Statements

Except for historical information contained herein, the statements in this news release are forward-looking statements that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995, including statements regarding our expected utilization, the future performance of new technology (such as our DuraStim® fleets), our expected cost reductions and our ability and the timing to become current in our SEC filing obligations. Forward-looking statements are subject to a number of risks and uncertainties that may cause actual events and results to differ materially from the forward-looking statements. Such risks and uncertainties include the volatility of and steep decline in oil prices following the failure of Saudi Arabia and Russia to agree on a plan to cut oil production and Saudi Arabia's subsequent announcement of plans to increase production and reduce prices, the operational disruption and market volatility resulting from the COVID-19 pandemic and the factors described in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, particularly the "Risk Factors" sections of such filings, and other filings with the SEC. In addition, the Company may be subject to currently unforeseen risks that may have a materially adverse impact on it, including matters related to the audit committee's internal review, the pending shareholder litigation and the SEC's pending investigation. Accordingly, no assurances can be given that the actual events and results will not be materially different than the anticipated results described in the forward-looking statements. Readers are cautioned not to place undue reliance on such forward-looking statements and are urged to carefully review and consider the various disclosures made in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other filings made with the SEC from time to time that disclose risks and uncertainties that may affect the Company's business. The forward-looking statements in this

Contact: ProPetro Holding Corp

Sam Sledge, 432-688-0012 Chief Strategy and Administrative Officer sam.sledge@propetroservices.com

PROPETRO HOLDING CORP. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share data) (Unaudited)

		T	hree	Months Ended	l			Years	s Ended				
	D	ecember 31	Se	eptember 30	D	ecember 31	D	ecember 31	D	ecember 31			
		2019		2019		2018		2019		2018			
REVENUE - Service revenue	\$	434,793	\$	541,847	\$	425,415	\$	2,052,314	\$	1,704,562			
COSTS AND EXPENSES													
Cost of services (exclusive of depreciation and amortization)		305,693		396,922		300,421		1,470,356		1,270,577			
General and administrative (inclusive of stock-based compensation)		31,104		27,557		15,015		105,075		53,958			
Depreciation and amortization		39,052		37,653		24,710		145,304		88,138			
Impairment expense		3,405		-		-		3,405					
Loss on disposal of assets		25,233		31,153		16,159		106,811		59,220			
Total costs and expenses		404,487		493,285		356,306		1,830,952		1,471,893			
OPERATING INCOME		30,306		48,562		69,109		221,362		232,669			
OTHER INCOME (EXPENSE):						-							
Interest expense		(1,463)		(1,749)		(1,916)		(7,141)		(6,889)			
Other income (expense)		(178)		(75)		(158)		(717)		(663)			
Total other income (expense)		(1,642)		(1,824)		(2,074)		(7,858)		(7,552)			
INCOME BEFORE INCOME TAXES		28,665		46,738		67,035		213,504		225,117			
INCOME TAX EXPENSE		(5,990)		(12,340)		(15,257)		(50,494)		(51,255)			
NET INCOME	\$	22,675	\$	34,397	\$	51,777	\$	163,010	\$	173,862			
NET INCOME PER COMMON SHARE:			_				_						
Basic	\$	0.23	\$	0.34	\$	0.62	\$	1.62	\$	2.08			
Diluted	\$	0.22	\$	0.33	\$	0.59	\$	1.57	\$	2.00			
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:													
Basic		100,618		100,606		83,758		100,472		83,460			
Diluted	_	103,055	_	103,652		87,218		103,750		87,046			
			_						_				

PROPETRO HOLDING CORP. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands, except share data) (Unaudited)

	De	December 31, 2019		cember 31, 2018
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	\$	149,036	\$	132,700
Accounts receivable - net of allowance for doubtful accounts of \$1,049 and \$100, respectively		212,183		202,956
Inventories		2,436		6,353
Prepaid expenses		10,815		6,610
Other current assets		1,121		638
Total current assets		375,591		349,257
PROPERTY AND EQUIPMENT - Net of accumulated depreciation	-	1,047,535		912,846
OPERATING LEASE RIGHT-OF-USE ASSETS		989		-
OTHER NONCURRENT ASSETS:				
Goodwill		9,425		9,425
Intangible assets - net of amortization		-		13
Other noncurrent assets		2,571		2,981
Total other noncurrent assets	· ·	11,996		12,419
TOTAL ASSETS	\$	1,436,111	\$	1,274,522
LIABILITIES AND SHAREHOLDERS' EQUITY	-			
CURRENT LIABILITIES:				
Accounts payable	\$	193,096	\$	214,460
Operating lease liabilities		36,343		-
Finance lease liabilities		302		-
Accrued and other current liabilities		2,831		138,089
Accrued interest payable		394		211
Total current liabilities		232,966		352,760
DEFERRED INCOME TAXES		103,041		54,283
LONG-TERM DEBT		130,000		70,000
NONCURRENT OPERATING LEASE LIABILITIES		799		-
OTHER LONG-TERM LIABILITIES		_		124
Total liabilities		466,806		477,167
COMMITMENTS AND CONTINGENCIES		<u> </u>		
SHAREHOLDERS' EQUITY:				
Preferred stock, \$0.001 par value, 30,000,000 shares authorized, none issued, respectively		-		-
Common stock, \$0.001 par value, 200,000,000 shares authorized, 100,624,099 and 100,190,126 shares issued, respectively		101		100
Additional paid-in capital		826,629		817,690
Retained earnings (accumulated deficit)		142,575		(20,435)
Total shareholders' equity		969,305		797,355
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	1,436,111	\$	1,274,522
	·			

PROPETRO HOLDING CORP. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands) (Unaudited)

	Twelve Months Ende	ded December 31,			
	2019	2018			
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net income	\$ 163,010 \$	173,862			
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization	145,304	88,138			
Impairment expense	3,405	0			
Deferred income tax expense	48,758	49,704			
Amortization of deferred revenue rebate	-	615			
Amortization of deferred debt issuance costs	542	403			
Stock?based compensation	7,776	5,482			
Loss on disposal of assets	106,811	59,220			
Changes in operating assets and liabilities:					
Accounts receivable	(9,227)	(3,300)			
Other current assets	1,351	207			
Inventories	3,917	(168)			
Prepaid expenses	(4,386)	(1,418)			
Accounts payable	(25,242)	9,720			
Accrued and other current liabilities	13,088	9,853			
Accrued interest	183	761			
Net cash provided by operating activities	455,290	393,079			
CASH FLOWS FROM INVESTING ACTIVITIES:					
Capital expenditures	(502,894)	(284,197)			
Proceeds from sale of assets	7,595	3,593			
Net cash used in investing activities	(495,299)	(280,604)			
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from borrowings	110,000	77,378			
Repayments of borrowings	(50,000)	(80,946)			
Payment of finance lease obligations	(272)	` _			
Proceeds of insurance financing	<u>-</u>	5,824			
Repayments of insurance financing	(4,547)	(4,495)			
Payment of debt issuance costs	· · ·	(1,732)			
Proceeds from exercise equity awards	1,164	247			
Net cash provided by (used in) financing activities	56,345	(3,724)			
NET INCREASE IN CASH AND CASH EQUIVALENTS	16,336	108,751			
	,	23,949			
		132,700			
CASH AND CASH EQUIVALENTS — Beginning of period CASH AND CASH EQUIVALENTS — End of period	132,700 \$ 149,036 \$				

Reportable Segment Information

								T	hree M	onths Ended								
			December 31, 2019 September 30, 2019							December 31, 2018								
	P	ressure						Pressure					P	ressure				
(\$ in thousands)	P	umping	A	ll Other		Total		Pumping	All Other			Total	Pumping		All Other		Total	
Service revenue	\$	424,846	\$	9,947	\$	434,793	\$	528,851	\$	12,996	\$	541,847	\$	416,117	\$	9,297	\$	425,414
Adjusted EBITDA		116,743		(6,408)		110,335		134,789		(2,894)		131,895		116,447		(4,004)		112,443
Depreciation and amortization		37,433		1,619		39,052		36,110		1,543		37,653		23,573		1,136		24,709
Capital expenditures		64,771		1,574		66,345		83,770	=	3,189		86,959		359,059		8,845		367,904

			Years E	Ended					
	D	ecember 31, 2019	December 31, 2018						
	Pressure			Pressure					
(\$ in thousands)	Pumping	All Other	Total	Pumping	All Other	Total			
Service revenue	\$ 2,001,627	\$ 50,687	\$ 2,052,314	\$ 1,658,403	\$ 46,159	\$ 1,704,562			
Adjusted EBITDA	533,760	(14,691)	519,069	398,396	(9,873)	388,523			
Depreciation and amortization	139,348	5,956	145,304	83,404	4,734	88,138			
Capital expenditures	387,119	13,552	400,671	577,171	15,431	592,602			

Non-GAAP Financial Measures

Adjusted EBITDA is not a financial measure presented in accordance with GAAP. We believe that the presentation of this non-GAAP financial measure provides useful information to investors in assessing our financial condition and results of operations. Net income is the GAAP measure most directly comparable to Adjusted EBITDA. Non-GAAP financial measures should not be considered as alternatives to the most directly comparable GAAP financial measures. Non-GAAP financial measures have important limitations as analytical tools because they exclude some, but not all, items that affect the most directly comparable GAAP financial measures. You should not consider Adjusted EBITDA in isolation or as a substitute for an analysis of our results as reported under GAAP. Because Adjusted EBITDA may be defined differently by other companies in our industry, our definitions of this non-GAAP financial measure may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

Reconciliation of Net Income (loss) to Adjusted EBITDA

								T	hree I	Months Ended						
	December 31, 2019								ember 30, 2019			Dece	mber 31, 2018			
		Pressure						Pressure					Pressure			
(\$ in thousands)	1	Pumping		All Other		Total		Pumping		All Other		Total	Pumping		All Other	Total
Net income (loss)	\$	52,805	\$	(30,130)	\$	22,675	\$	65,961	\$	(31,564)	\$	34,397	\$ 76,244	\$	(24,466)	\$ 51,778
Depreciation and amortization		37,433		1,619		39,052		36,110		1,543		37,653	23,574		1,136	24,710
Interest expense		8		1,455		1,463		21		1,728		1,749	-		1,916	1,916
Income tax expense		-		5,990		5,990		-		12,340		12,340	-		15,257	15,257
Loss on disposal of assets		25,068		165		25,233		30,987		166		31,153	16,194		(35)	16,159
Impairment expense		-		3,405		3,405		-		-		-	-		-	-
Stock-based compensation		-		2,530		2,530		-		577		577	-		1,650	1,650
Other expense		-		178		178		-		75		75	-		343	343
Other general and administrative expenses		-		7,882		7,882		-		10,786		10,786	-		-	-
Deferred IPO bonus, retention bonus and																
severance expense		1,430		496		1,926		1,710		1,455		3,165	434		196	630
Adjusted EBITDA	\$	116,743	\$	(6,408)	\$	110,335	\$	134,789	\$	(2,894)	\$	131,895	\$ 116,447	\$	(4,004)	\$ 112,443

	Years Ended												
		Γ)ecen	nber 31, 201	9	December 31, 2018							
	P	ressure						Pressure					
(\$ in thousands)		umping	All Other			Total		umping	All Other			Total	
Net income (loss)	\$	281,090	\$	(118,080)	\$	163,010	\$	253,196	\$	(79,334)	\$	173,862	
Depreciation and amortization		139,348		5,956		145,304		83,404		4,734		88,138	
Interest expense		51		7,090		7,141		-		6,889		6,889	
Income tax expense		-		50,494		50,494		-		51,255		51,255	
Loss on disposal of assets		106,178		633		106,811		59,962		(742)		59,220	
Impairment expense		-		3,405		3,405		-		-		-	
Stock-based compensation		-		7,776		7,776		-		5,482		5,482	
Other expense		-		717		717		-		663		663	
Other general and administrative expense		-		25,208		25,208		2		203		205	
Deferred IPO bonus, retention bonus and													
severance expense		7,093		2,110		9,203		1,832		977		2,809	
Adjusted EBITDA	\$	533,760	\$	(14,691)	\$	519,069	\$	398,396	\$	(9,873)	\$	388,523	