

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): August 23, 2022

**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  
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:

- 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
Preferred Stock Purchase Rights	N/A	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).

Emerging growth company

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.

**Item 8.01 Other Events.**

On August 23, 2022, ProPetro Holding Corp. (the “Company”) announced that it has entered into a binding Term Sheet (the “Term Sheet”) to fully resolve the previously disclosed putative class action litigation referred to by the Company as the Logan Lawsuit and captioned Nykredit Portefølje Administration A/S, et al. v. ProPetro Holding Corp. et al., Case No. MO:7:19-CV-00217-DC, which was filed in the United States District Court for the Western District of Texas (the “Logan Lawsuit”). The Term Sheet provides for a settlement payment of \$30 million in exchange for the complete dismissal with prejudice of the Logan Lawsuit and a release of all claims against the defendants, without any admission of fault or wrongdoing by the defendants. The proposed settlement is subject to court approval and will be fully paid by the Company’s directors’ and officers’ insurance providers under its insurance policies.

A copy of the press release announcing the execution of the Term Sheet is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<u>99.1</u>	<u><a href="#">Press release, dated August 23, 2022.</a></u>
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded within the inline XBRL document (contained in Exhibit 101)

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**SIGNATURES**

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

**PROPETRO HOLDING CORP.**

Date: August 23, 2022

By: /s/ Newton W. Wilson III  
Newton W. Wilson III  
General Counsel and Corporate Secretary

**ProPetro Enters into Binding Term Sheet to Fully Resolve Class Action Litigation**

MIDLAND, Texas – August 23, 2022 – ProPetro Holding Corp. ("ProPetro" or the "Company") (NYSE: PUMP) today announced that it has entered into a binding term sheet (the "Term Sheet") to fully resolve the previously disclosed putative class action litigation referred to by the Company as the Logan Lawsuit and captioned Nykredit Portefølje Administration A/S, et al. v. ProPetro Holding Corp. et al., Case No. MO:7:19-CV-00217-DC, which was filed in the United States District Court for the Western District of Texas (the "Logan Lawsuit").

The Term Sheet provides for a settlement payment of \$30 million in exchange for the complete dismissal with prejudice of the Logan Lawsuit and a release of all claims against the defendants, without any admission of fault or wrongdoing by the defendants.

Sam Sledge, Chief Executive Officer, commented, "This resolution is in the best interest of ProPetro and all of our valued stakeholders, and we are working diligently to obtain the necessary court approvals to put this matter behind us. Moving forward, we are focused on operating safely, delivering quality service to our customers, advancing our strategic priorities and driving value for shareholders."

The proposed settlement is subject to court approval and will be fully paid by the Company's directors' and officers' insurance providers under its insurance policies.

**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 visit [www.propetroservices.com](http://www.propetroservices.com).

**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 the Logan Lawsuit and the proposed settlement. 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 operational disruption and market volatility resulting from the COVID-19 pandemic and other factors are described in ProPetro'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 Securities and Exchange Commission. In addition, ProPetro may be subject to currently unforeseen risks that may have a materially adverse impact on it. 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. The forward-looking statements in this news release are made as of the date of this news release. ProPetro does not undertake, and expressly disclaims, any duty to publicly update these statements, whether as a result of new information, new developments or otherwise, except to the extent that disclosure is required by law.*

**Investor Contacts:**

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