

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

FORM S-8
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)

26-3685382
(I.R.S. Employer
Identification No.)

303 W. Wall Street, Suite 102
Midland, Texas
(Address of Principal Executive Offices)

79701
(Zip Code)

AMENDED AND RESTATED PROPETRO HOLDING CORP.
2020 LONG TERM INCENTIVE PLAN
(Full title of the plan)

John J. Mitchell
General Counsel and Corporate Secretary
303 W. Wall Street, Suite 102
Midland, Texas 79701
(Name and address of agent for service)

(512) 220-1200
(Telephone number, including area code, of agent for service)

Copies to:

Michael Telle
Raleigh J. Wolfe
Vinson & Elkins L.L.P.
845 Texas Avenue, Suite 4700
Houston, Texas 77002
(713) 758-2222

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

EXPLANATORY NOTE

The ProPetro Holding Corp. 2020 Long Term Incentive Plan was adopted in 2020 (the "2020 LTIP"). At the Annual Meeting of Shareholders (the "2023 Annual Meeting") of ProPetro Holding Corp., a Delaware corporation (the "Registrant"), held on May 11, 2023, the Registrant's shareholders approved an amendment and restatement of the 2020 LTIP (the "2023 Amendment") in order to increase the number of shares of common stock, \$0.001 par value per share (the "Common Stock"), available for future grants to 8,050,000, and to extend the term of the plan to the tenth anniversary of the 2023 Annual Meeting (as amended and restated, the "Plan").

The Registrant is filing this Registration Statement on Form S-8 (this "Registration Statement") pursuant to General Instruction E of Form S-8 to register the offer and sale of an additional 3,910,000 shares of Common Stock that may be issued pursuant to the Plan, which are available as a result of the 2023 Amendment to the Plan.

Except as otherwise set forth below, the contents of the registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on November 5, 2020 (File No. 333-249864), is incorporated herein by reference and made a part of this Registration Statement as permitted by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation of ProPetro Holding Corp., dated as of June 19, 2019 (incorporated by reference herein to Exhibit 3.1 to Registrant's Current Report on Form 8-K dated June 19, 2019).
4.2	Certificate of Designations of Series B Junior Participating Preferred Stock of the Registrant dated April 14, 2020 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on April 14, 2020).
4.3	Amended and Restated Bylaws of ProPetro Holding Corp. (incorporated by reference herein to Exhibit 3.2 to Registrant's Current Report on Form 8-K dated June 19, 2019).
4.4	Amended and Restated ProPetro Holding Corp. 2020 Long Term Incentive Plan (incorporated by reference herein to Exhibit 10.1 to Registrant's Current Report on Form 8-K dated May 17, 2023).
5.1*	Opinion of Vinson & Elkins L.L.P.
23.1*	Consent of Deloitte & Touche LLP, an independent registered public accounting firm.
23.2*	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1 to this Registration Statement).
24.1*	Power of Attorney (included in the signature page of this Registration Statement).
107.1*	Calculation of Filing Fee Table.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 February 15, 2024.

PROPETRO HOLDING CORP.

By: /s/ John J. Mitchell
Name: John J. Mitchell
Title: General Counsel and Corporate Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below appoints John J. Mitchell as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Registration Statement and any registration statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on February 15, 2024.

<u>Signatures</u>	<u>Title</u>
<u>/s/ Samuel D. Sledge</u> Samuel D. Sledge	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ David S. Schorlemer</u> David S. Schorlemer	Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/ Celina A. Davila</u> Celina A. Davila	Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/ Phillip A. Gobe</u> Phillip A. Gobe	Chairman of the Board
<u>/s/ Spencer D. Armour III</u> Spencer D. Armour III	Director
<u>/s/ Mark S. Berg</u> Mark S. Berg	Director
<u>/s/ Anthony J. Best</u> Anthony J. Best	Director
<u>/s/ G. Larry Lawrence</u> G. Larry Lawrence	Director

/s/ Jack B. Moore

Jack B. Moore

Director

/s/ Mary P. Ricciardello

Mary P. Ricciardello

Director

/s/ Michele Vion

Michele Vion

Director

Vinson & Elkins

February 15, 2024

ProPetro Holding Corp.
303 W. Wall Street, Suite 102
Midland, Texas 79701

Ladies and Gentlemen:

We have acted as counsel for ProPetro Holding Corp., a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an additional 3,910,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on February 15, 2024, which Shares may be issued from time to time in accordance with the terms of the Amended and Restated ProPetro Holding Corp. 2020 Long Term Incentive Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Austin Dallas Dubai Houston London Los Angeles
New York Richmond San Francisco Tokyo Washington

845 Texas Avenue, Suite 4700
Houston, Texas 77002
Tel +1.713.758.2222 **Fax** +1.713.758.2346 **velaw.com**



ProPetro Holding Corp. February 15, 2024 Page 2

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 23, 2023 relating to the financial statements of ProPetro Holding Corp. and the effectiveness of ProPetro Holding Corp's internal control over financial reporting, appearing in the Annual Report on Form 10-K of ProPetro Holding Corp for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Houston, Texas

February 15, 2024

Calculation of Filing Fee Tables

Form S-8
Registration Statement Under
The Securities Act Of 1933
 (Form Type)

ProPetro Holding Corp.
 (Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule (3)	Amount Registered (1)(2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	3,910,000	\$7.77	\$30,380,700	\$147.60 per \$1,000,000	\$4,484.20
Total Offering Amounts					\$30,380,700		\$4,484.20
Total Fee Offsets							—
Net Fee Due							\$4,484.20

- (1) The Form S-8 registration statement to which this Exhibit 107.1 is attached (the “Registration Statement”) registers 3,910,000 shares of common stock, \$0.001 par value per share (the “Common Stock”), of ProPetro Holding Corp., a Delaware corporation, that may be delivered with respect to awards under the Amended and Restated ProPetro Holding Corp. 2020 Long Term Incentive Plan (as amended from time to time, the “Plan”), which shares consist of (a) 3,400,000 shares of Common Stock reserved and available for delivery with respect to awards under the Plan and (b) 510,000 shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the terms and conditions of the Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan.
- (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a share of Common Stock as reported on the New York Stock Exchange on February 13, 2024 (a date within five business days prior to the date of filing the Registration Statement), which was equal to \$7.77.