

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 3, 2025

**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.)

**303 W. Wall St, Suite 102,**  
**Midland, Texas**  
(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

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 4, 2025, ProPetro Holding Corp. (the "Company") announced the departure of David S. Schorlemer from his role as Chief Financial Officer of the Company, effective March 3, 2025 (such departure, the "Separation" and the effective date of the Separation, the "Separation Date"). In connection with the Separation, Mr. Schorlemer will receive the payments and benefits provided for a Tier 2 executive that are described in the Second Amended and Restated ProPetro Services, Inc. Executive Severance Plan (the "Severance Plan"), subject to the applicable terms and conditions of the Severance Plan. No new or additional benefits will be provided to Mr. Schorlemer in connection with the Separation.

Effective as of the Separation Date, Celina A. Davila, currently the Chief Accounting Officer and principal accounting officer of the Company, will additionally assume the role of principal financial officer of the Company on an interim basis until a new Chief Financial Officer is appointed. In connection with her appointment as principal financial officer of the Company, the Company entered into a retention bonus agreement (the "Retention Agreement") with Ms. Davila whereby she is entitled to a cash payment of \$100,000 (the "Retention Bonus"). The Retention Bonus will be paid in two installments as follows: (i) 35% will be paid no later than fifteen (15) days following March 3, 2026 and (ii) the remaining 65% will be paid no later than fifteen (15) days following September 3, 2026, in each case, subject to the applicable terms and conditions of the Retention Agreement.

There was no arrangement or understanding between Ms. Davila and any other person(s) pursuant to which Ms. Davila was selected to be the principal financial officer of Company, and Ms. Davila does not have any family relationships with any of the Company's executive officers or directors. Ms. Davila is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Ms. Davila's full biography and other information required by Item 5.02(c) of Form 8-K are included in the Company's definitive proxy statement, filed with the Securities and Exchange

Commission on March 31, 2024, and such information is incorporated herein by reference.

The descriptions of the Severance Plan and the Retention Bonus provided above are not complete and are qualified in their entirety by reference to the Severance Plan and the Retention Agreement, which are filed as Exhibit 10.1 and 10.2, respectively, to this Current Report on Form 8-K and incorporated into this Item 5.02 by reference.

**Item 7.01 Regulation FD Disclosure**

On March 4, 2025, the Company issued a press release announcing the departure of Mr. Schorlemer. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K under Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific referencing in such filing.

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2

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

[10.1 ProPetro Services, Inc. Second Amended and Restated Executive Severance Plan \(incorporated by reference herein to Exhibit 10.4 to ProPetro Holding Corp.’s Current Report on Form 8-K, dated October 26, 2020\).](#)

[10.2 Retention Bonus Agreement, effective March 3, 2025, by and between Celina A. Davila and ProPetro Services Inc.](#)

[99.1 Press release dated March 4, 2025.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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3

**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 4, 2025

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

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March 3, 2025

Celina Davila  
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Re: Retention Bonus Agreement

Dear Celina:

In recognition of the temporary additional duties and responsibilities you have agreed to assume during the period between the termination of employment of the Chief Financial Officer of ProPetro Holding Corp. (“*Parent*”) and the appointment of a new Chief Financial Officer of the Parent (the “*Transition Duties*”), we are pleased to inform you that, subject to the terms and conditions of this letter agreement (this “*Agreement*”), you are eligible to receive a cash retention bonus equal to \$100,000 (the “*Retention Bonus*”). ProPetro Services, Inc. (the “*Company*”) will pay the Retention Bonus to you in two installments as follows: (i) 35% of the Retention Bonus will be paid no later than fifteen (15) days following March 3, 2026 and (ii) the remaining 65% of the Retention Bonus will be paid no later than fifteen (15) days following September 3, 2026, in each case, provided that you remain employed by the Company and in good standing through such applicable date.

By signing this Agreement, you hereby acknowledge that the Transition Duties are intended to be temporary in nature and agree that the Company’s removal of the Transition Duties from your responsibilities following the appointment of a new Chief Financial Officer shall not constitute “Good Reason” for purposes of the ProPetro Services, Inc. Second Amended and Restated Executive Severance Plan, which you are a participant in.

All payments under this Agreement will be subject to the withholding of any taxes or other amounts required to be withheld or deducted under applicable federal, state, local, or international law. The Retention Bonus is intended to be exempt from the requirements of Section 409A of the Internal Revenue Code of 1986, as amended (the “*Code*”) and the Company shall interpret this Agreement consistently with such intent. Notwithstanding the foregoing, the Company makes no representations or guarantees about such tax treatment and shall have no liability to you in respect of any taxes, costs, or fees due in respect of such payments, whether under Section 409A of the Code or otherwise.

Nothing in this Agreement is intended to suggest any guaranteed period of continued employment and your employment will continue to be at-will and to be terminable by you or the Company at any time. The Retention Bonus will be in addition to (and will not be in lieu of) any other compensation amounts you may otherwise be entitled to receive from the Company. This Agreement will be governed by and construed in accordance with the laws of the State of Texas, without regard to principles of conflicts of laws. The Company retains the authority to interpret this Agreement in its sole discretion.

Please execute this Agreement in the space provided below and send a fully executed copy to Brian Whittingham and Jody Mitchell no later than March 3, 2025.



Sincerely,

PROPETRO SERVICES, INC.

By: /s/ Samuel D. Sledge

Name: Samuel D. Sledge

Title: Chief Executive Officer

AGREED AND ACCEPTED

this 3rd day of March, 2025 by:

/s/ Celina Davila  
Celina Davila

[Signature Page to Retention Bonus Agreement]

### ProPetro Announces Departure of Chief Financial Officer

MIDLAND, Texas, March 4, 2025, (Business Wire) – ProPetro Holding Corp. (“ProPetro” or the “Company”) (NYSE: PUMP) today announced the departure of David Schorlemer, its Chief Financial Officer, effective March 3, 2025 (the “Separation Date”).

Sam Sledge, Chief Executive Officer said: “I want to thank David for his dedicated service to the Company for the past four and a half years. David has brought stability, experience and a strong commercial mindset to our executive team. Through his leadership, we have executed several accretive transactions, instituted a successful share repurchase program and developed deep and talented finance, accounting and technology functions. We are immediately commencing a search for David’s replacement. I want to wish David success in his future endeavors.”

Celina A. Davila, currently the Chief Accounting Officer and principal accounting officer of the Company, will additionally assume the role of principal financial officer of the Company on an interim basis until a new Chief Financial Officer is appointed, effective as of the Separation Date.

Mr. Sledge commented: “Celina is a key part of our leadership team and has led impressive development of our accounting function since her appointment as Chief Accounting Officer in November 2023. With the strong team she and David have helped to build, I am confident in our ability to continue to execute at a high level through this transitional period.”

#### About ProPetro

ProPetro Holding Corp. is a Midland, Texas-based provider of premium completion services to leading upstream oil and gas companies engaged in the exploration and production of North American unconventional oil and natural gas resources. We help bring reliable energy to the world. For more information visit [www.propetroservices.com](http://www.propetroservices.com).

#### Investor Contacts:

Matt Augustine  
Vice President, Finance and Investor Relations  
[matt.augustine@propetroservices.com](mailto:matt.augustine@propetroservices.com)  
432-219-7620

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