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

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**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.)

**One Marienfeld Place**

**110 North Marienfeld Street, Suite 300**

**Midland, Texas**

(Address of Principal Executive Offices)

**79701**

(Zip Code)

**SECOND AMENDED AND RESTATED PROPETRO HOLDING CORP.  
2020 LONG TERM INCENTIVE PLAN**

(Full title of the plan)

**John J. Mitchell**

**General Counsel and Corporate Secretary**

**One Marienfeld Place**

**110 North Marienfeld Street, Suite 300**

**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**

**Vinson & Elkins L.L.P.**

**845 Texas Avenue, Suite 4700**

**Houston, Texas 77002**

**(713) 758-2222**

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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

x  
..

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"). "

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## 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 and Restatement”) 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. At the Annual Meeting of Shareholders (the “2025 Annual Meeting”) of the Registrant, held on May 20, 2025, the Registrant’s shareholders approved a second amendment and restatement of the 2020 LTIP (the “2025 Amendment and Restatement”) in order to increase the number of shares of Common Stock, available for future grants to 10,520,000, and to extend the term of the plan to the tenth anniversary of the 2025 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 2,717,000 shares of Common Stock that may be issued pursuant to the Plan, which are available as a result of the 2025 Amendment and Restatement.

Except as otherwise set forth below, the contents of the registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on [November 5, 2020 \(File No. 333-249864\)](#) and [February 15, 2024 \(File No. 333-277107\)](#), are 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.

<b>Exhibit Number</b>	<b>Exhibit Description</b>
<a href="#">4.1</a>	<a href="#">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).</a>
<a href="#">4.2</a>	<a href="#">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).</a>
<a href="#">4.3</a>	<a href="#">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).</a>
<a href="#">4.4</a>	<a href="#">Second 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 27, 2025).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Vinson &amp; Elkins L.L.P.</a>
<a href="#">23.1*</a>	<a href="#">Consent of RSM US LLP, an Independent Registered Public Accounting Firm.</a>
<a href="#">23.2*</a>	<a href="#">Consent of Deloitte &amp; Touche LLP, an Independent Registered Public Accounting Firm.</a>
<a href="#">23.3*</a>	<a href="#">Consent of Vinson &amp; Elkins L.L.P. (included in Exhibit 5.1 to this Registration Statement).</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (included in the signature page of this Registration Statement).</a>
<a href="#">107.1*</a>	<a href="#">Calculation of Filing Fee Table.</a>

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\* 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 December 16, 2025.

### 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 their true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for them and in their 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 their 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 December 16, 2025.

<u>Signatures</u>	<u>Title</u>
<u>/s/ Samuel D. Sledge</u> Samuel D. Sledge	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Caleb Weatherl</u> Caleb Weatherl	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Celina A. Davila</u> Celina A. Davila	Chief Accounting Officer (Principal Accounting Officer)
<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
<u>/s/ Mary P. Ricciardello</u> Mary P. Ricciardello	Director
<u>/s/ Michele Vion</u> Michele Vion	Director
<u>/s/ Alex Volkov</u> Alex Volkov	Director

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December 16, 2025

ProPetro Holding Corp.  
110 North Marienfeld Street, Suite 300  
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 2,717,000 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 December 16, 2025, which Shares may be issued from time to time in accordance with the terms of the Second 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 Denver Dubai Dublin 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](http://velaw.com)**

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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.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of ProPetro Holding Corp. of our reports dated February 20, 2025, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of ProPetro Holding Corp., appearing in the Annual Report on Form 10-K of ProPetro Holding Corp. for the year ended December 31, 2024.

/s/ RSM US LLP

Houston, Texas  
December 16, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2023 relating to the financial statements of ProPetro Holding Corp. appearing in the Annual Report on Form 10-K of ProPetro Holding Corp. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Houston, Texas

December 16, 2025

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