

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): January 26, 2026

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.)

One Marienfeld Place
110 N. Marienfeld Street, Suite 300
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 2.02 Results of Operations and Financial Conditions

On January 26, 2026, in connection with the Offering (as defined below), ProPetro Holding Corp. (the "Company") provided certain updates in a preliminary prospectus supplement (the "Prospectus Supplement"), including certain preliminary fourth quarter and year-end financial and operational information.

As of the date of this Current Report on Form 8-K and the Prospectus Supplement, the Company has not finalized its financial and operational results for the three months ended December 31, 2025 or the year ended December 31, 2025. However, based on preliminary information, the Company estimates that, for the three months ended December 31, 2025 and the year ended December 31, 2025, each of the Company's capital expenditures incurred, capital expenditures paid, revenues, cost of services and general and administrative expenses (exclusive of stock-based compensation and other non-recurring items) ranged approximately as follows:

	Three Months Ended December 31, 2025	Year Ended December 31, 2025
	(unaudited)	
Capital expenditures incurred	\$ 70 – 72 million	\$ 280 – 282 million
Capital expenditures paid	\$ 63 – 65 million	\$ 185 – 187 million
Revenue	\$ 289 – 291 million	\$ 1,269 – 1,271 million
Cost of services	\$ 214 – 216 million	\$ 967 – 969 million
General and administrative expenses (1)	\$ 23 – 25 million	\$ 92 – 94 million

(1) Exclusive of stock-based compensation and other non-recurring items of approximately \$5 million for the three months ended December 31, 2025, and approximately \$15 million for the year ended December 31, 2025.

As of December 31, 2025, the Company had approximately \$91 million in cash and cash equivalents, approximately \$78 million of borrowings outstanding under the Company's Caterpillar Equipment Loan Agreement and approximately \$45 million of borrowings outstanding under the Company's amended and restated revolving credit facility, with a borrowing base of approximately \$168 million. Between January 1, 2026 and January 26, 2026, the Company incurred approximately \$10 million in additional borrowings under the Company's Caterpillar Equipment Loan Agreement. Additionally, under current market conditions, the Company expects to have approximately 11 active frac fleets in the first quarter of 2026, subject to any suspensions of the Company's operations due to winter weather conditions.

The Company has provided ranges, rather than specific amounts, because these results are preliminary and subject to change. These preliminary estimates are derived from the Company's internal records and are based on the most current information available to management as of the date of this Current Report on Form 8-K and the Prospectus Supplement. These estimates are preliminary and inherently uncertain. The Company's normal reporting processes with respect to the foregoing preliminary estimates have not been fully completed. The Company's independent registered public accounting firm, RSM US LLP, has not audited, reviewed, examined, compiled, nor applied agreed-upon procedures with respect to this preliminary financial data. Accordingly, RSM US LLP does not express an opinion or any other form of assurance with respect thereto. The Company's actual results may vary from the estimated preliminary results presented above due to the completion of the Company's financial closing and other operational procedures, final adjustments and other developments that may arise between now and the time that financial results for the three months ended December 31, 2025 and the year ended December 31, 2025 are finalized. During the course of the Company's review of these preliminary estimates, the Company could identify items that would require it to make adjustments and which could affect the Company's final results. Any such adjustments could be material.

These estimates should not be viewed as a substitute for the Company's full interim or annual audited financial statements presented in accordance with GAAP. Accordingly, you should not place undue reliance on this preliminary data. See the sections titled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in the Prospectus Supplement for additional information regarding factors that could result in differences between the preliminary estimated ranges of the Company's financial and other data presented above and the actual financial and other data the Company will report for the three months ended December 31, 2025 and the year ended December 31, 2025.

Item 7.01 Regulation FD Disclosure

On January 26, 2026, the Company issued a press release announcing that, subject to market conditions, it intends to conduct an underwritten public offering (the "Offering") of 12,500,000 shares of its common stock, par value \$0.001 per share ("Common Stock"), pursuant to a registration statement on Form S-3 (File No. 333-292170) filed with the U.S. Securities and Exchange Commission on December 16, 2025, which became automatically effective upon filing. In addition, the Company intends to grant the underwriters a 30-day option to purchase up to an additional 1,875,000 shares of Common Stock, on the same terms and conditions as the Offering. A copy of the press release announcing the Offering is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information in this Current Report on Form 8-K under Item 2.02, Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (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.

Item 8.01 Other Events

On January 26, 2026, the Company provided certain operational updates to potential investors, the relevant excerpts of which are set forth below.

Our PROPWRSM Business

In December 2024, we launched our PROPWRSM business line to serve the growing power demand in the Permian Basin for both traditional oil and gas applications and developing infrastructure opportunities within the market. PROPWRSM deployed its first assets in the field during the third quarter of 2025. On December 11, 2025, PROPWRSM entered into a power supply contract with Coterra Energy to provide turnkey power for the development and installation of distributed microgrids throughout the New Mexico portion of the Permian Basin. Deployment and operations under the contract are expected to begin in the first quarter of 2026. With this and another power supply contract signed since December 12, 2025, as of January 26, 2026, we had total committed capacity of approximately 230 MW with a weighted average contract tenor at commencement of approximately five years and total delivered or on-order generation capacity of approximately 550 MW, split approximately 70% and 30% between high-efficiency reciprocating engine generators and low emissions modular turbines, respectively. We anticipate all ordered units will be delivered by year-end 2027. We continue to actively negotiate additional contracts amid increasing demand for power solutions and to explore various financing alternatives for our power equipment.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

EXHIBIT	DESCRIPTION
99.1	Press Release, dated January 26, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

By: /s/ John J. Mitchell

John J. Mitchell

General Counsel and Corporate Secretary

ProPetro Holding Corp. Announces Public Offering of Common Stock

MIDLAND, Texas, January 26, 2026, (Business Wire) – ProPetro Holding Corp. (“ProPetro” or the “Company”) (NYSE: PUMP) today announced the commencement of an underwritten public offering of 12,500,000 shares of its common stock, par value \$0.001 per share (“Common Stock”), pursuant to an effective shelf registration statement on Form S-3 (the “Registration Statement”) filed with the U.S. Securities and Exchange Commission (the “SEC”).

The Company intends to use the net proceeds it receives from the offering for general corporate purposes, including to fund growth capital for additional power generation equipment.

The Company expects to grant the underwriters a 30-day option to purchase up to an additional 1,875,000 shares of Common Stock at the public offering price, less the underwriting discounts and commissions.

Goldman Sachs & Co. LLC is serving as lead book-running manager for the offering. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

The proposed offering will be made only by means of a prospectus and a prospectus supplement. Copies of the preliminary prospectus supplement and accompanying base prospectus relating to the offering and final prospectus supplement, when available, may be obtained from: Goldman Sachs & Co. LLC, by mail at c/o Prospectus Department, 200 West Street, New York, New York 10282, telephone: 1-866-471-2526 or by emailing prospectus-ny@ny.email.gs.com, or by accessing the SEC’s website at www.sec.gov.

The offering is being conducted pursuant to the Registration Statement, previously filed with the SEC on December 16, 2025 that became effective upon filing, and corresponding prospectus. A preliminary prospectus supplement thereto has been filed with the SEC. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the shares of Common Stock or any other securities, nor shall there be any sale of such shares of Common Stock or any other securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About ProPetro

ProPetro Holding Corp. is a Midland, Texas-based provider of premium completion and power services to leading upstream oil and gas companies engaged in the exploration and production of North American unconventional oil and natural gas resources.

Cautionary Note Regarding Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. These forward-looking statements include any statements regarding the proposed offering of Common Stock, including those regarding the use of proceeds of the offering. These forward-looking statements are identified by their use of terms and phrases such as “may,” “expect,” “estimate,” “project,” “plan,” “believe,” “intend,” “achievable,” “anticipate,” “will,” “continue,” “potential,” “should,” “could,” and similar terms and phrases. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, they do involve certain assumptions, risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth in the Company’s filings with the SEC, including the Registration Statement and the prospectus supplement relating to this offering, its Annual Report on Form 10-K for the fiscal year ended December 31, 2024 and its subsequent Quarterly Reports on Form 10-Q, under the caption “Risk Factors,” as may be updated from time to time in the Company’s periodic filings with the SEC. Any forward-looking statement in this press release speaks only as of the date of this release. The Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

Investor Contacts:

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