

**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): September 25, 2017

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
**(IRS Employer
Identification No.)**

1706 S. Midkiff, Bldg. B
Midland, TX
(Address of principal executive offices)

79701
(Zip Code)

(432) 688-0012
(Registrant's telephone number, including area code)

(Not applicable)
(Former name or former address, if changed since last report)

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 (see General Instruction A.2 below):

- 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))

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) of 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 7.01 Regulation FD Disclosure.

On September 26, 2017, ProPetro Holding Corp. (the "Company") will present at the Johnson Rice & Company 2017 Energy Conference in New Orleans, Louisiana. The presentation is posted on the Company's website at <http://ir.propetroservices.com/presentations>. A copy of the investor presentation is furnished as Exhibit 99.1 hereto.

Item 8.01 Other Events.

On September 25, 2017, the Company issued a press release announcing the acceleration of its fleet deployment schedule. A copy of the press release is furnished as Exhibit 99.2 hereto.

The information furnished with this report, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities 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 into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit Number	Description of Exhibit
99.1	Investor Presentation dated September 26, 2017.
99.2	Press Release dated September 25, 2017.

SIGNATURE

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.

Date: September 26, 2017

PROPETRO HOLDING CORP.

/s/ Mark Howell

Mark Howell
General Counsel

INDEX TO EXHIBITS

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Johnson Rice 2017 Energy Conference

September 26, 2017

NYSE: **PUMP**

www.propetroservices.com

Certain information included in this presentation constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act. These forward-looking statements are subject to numerous risks and uncertainties, many of which are difficult to predict, and generally beyond our control. Actual results may differ materially from those indicated or implied by such forward-looking statements. For information on identified risks and uncertainties that could impact our forecasts, expectations, and results of operations, please review the risk factors and other information disclosed from time to time in our filings with the Securities and Exchange Commission.

This presentation references “Adjusted EBITDA,” a non-GAAP financial measure. This non-GAAP measure is not intended to be an alternative to any measure calculated in accordance with GAAP. We believe the presentation of Adjusted EBITDA provides useful information to investors in assessing our financial condition and results of operations. Net income is the GAAP measure most directly comparable to Adjusted EBITDA. Non-GAAP financial measures have important limitations as analytical tools because they exclude some, but not all, items that affect the most directly comparable GAAP financial measures. You should not consider Adjusted EBITDA in isolation or as a substitute for an analysis of our results as reported under GAAP. Further, Adjusted EBITDA may be defined differently by other companies in our industry, and our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, thereby diminishing their utility. A reconciliation of non-GAAP measures to the most directly comparable measures calculated in accordance with GAAP, is set forth in the Appendix hereto.

- ProPetro at a Glance
- Permian Basin Update
- 2017 Q2-Q3 Highlights
- 2017 Q2 Financial Review
- Fleet Expansion Initiative
- Unique Positioning
- Outlook

- **100% Frac Operations Permian Concentrated**
 - 690,000 HHP⁽¹⁾ Spread over 16 Crews
- **Over 7x Organic HHP Growth Since 2013⁽²⁾**
- **Customer and Employee Focused Business Model**

16 Hydraulic Fracturing Units ⁽¹⁾	690,000 HHP ⁽¹⁾	14 Cementing Units
3 Coiled Tubing Units	10 Acidizing Pumps	Flowback Operations

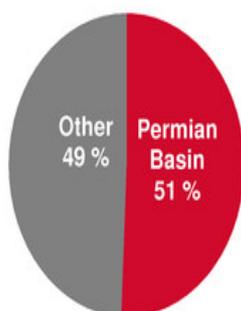
- **Permian Focused Customers**



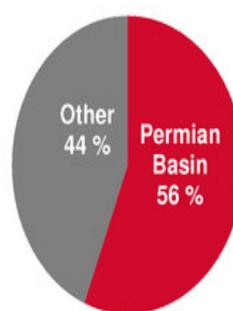
⁽¹⁾ Estimate as of YE 2017
⁽²⁾ Growth calculated using YE 2012 to estimated YE 2017

- **Healthy Frac Demand Outpacing HHP Capacity**
 - Driven by Recent E&P Acquisitions and Attractive Economics
- **Increasing Pricing Leverage for Services**
 - Driven by Rig Activity and Short Supply of HHP Capacity
- **Mature and Evolving Infrastructure**
 - Driven by Historical Activity Levels and New Regional Sand Mines

Total U.S. Onshore
Oil Directed Rig Count: 749*



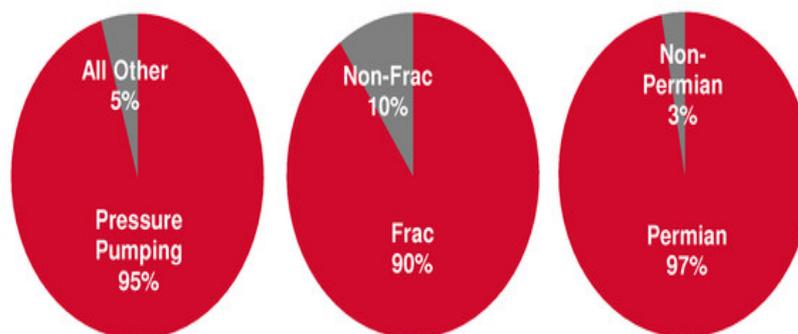
Total U.S. Onshore Oil Rigs Added
Since Trough (May 2016): 433*



*Baker Hughes Rig Data, September 15, 2017

- **Significant financial improvement Q2 vs Q1**
 - Revenue of \$213.5 MM (24% increase Q/Q)
 - Net income of \$4.9 MM
 - Adjusted EBITDA of \$30.7 MM (89% higher Q/Q)
 - Adjusted EBITDA margin grew to 14% from 9% Q/Q
 - **Continued frac fleet utilization of 100%**
 - Will exit Q3 with 15 deployed fleets
 - **Fleet deployment ahead of schedule**
 - Deployed two new-build fleets in Q2
 - Deployed three new-build fleets in Q3
 - **Tier 2 engine commitments**
 - **Stainless fluid end conversion on schedule (fully converted in Q4)**
-
-

- **Revenue:** \$213.5 MM
- **EPS:** \$0.06
- **Adjusted EBITDA:** \$30.7 MM
- **Conservative Leverage Profile⁽¹⁾**
 - **Cash:** \$25.1 MM
 - **Total Debt:** \$16.5 MM
 - **Total Liquidity:** \$175.1MM ⁽²⁾

2017 Q2 Revenue Mix

(1) As of June 30, 2017.

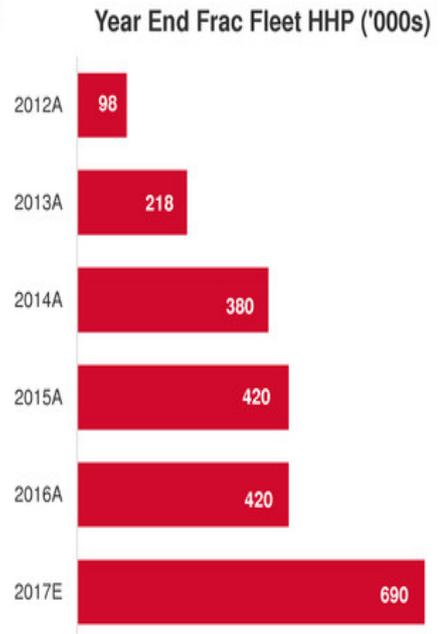
(2) Including an undrawn revolving credit facility with a borrowing capacity of \$150 MM.

“Due to **strong Permian** demand within our **superior customer base**, we will continue to expand our operations while maintaining **industry leading performance**.”

- Dale Redman, CEO

■ Hydraulic Fracturing (~690,000 HHP by Year End)

Deployed	Fleets	HHP	Cum HHP
As of 9/1/16	1-10	420,000	420,000
5/2/17	11	45,000	465,000
6/6/17	12	45,000	510,000
7/14/17	13	45,000	555,000
8/14/17	14	45,000	600,000
9/25/17	15	45,000	645,000
Mid Q4	16	45,000	690,000



■ Cementing

- Deployed new-build units in June and September
- Brings total capacity to 14 units

- **Modern Homogeneous Fleet**
 - 85% of Current Fleet Built by Single Manufacturer Since 2013
- **91% of Fleet Currently Works 24/7**
- **Fully Maintained Through the Downturn**
- **No Speculative New Builds**
- **Tier 2 Engine Purchase Gives Expansion Optionality**

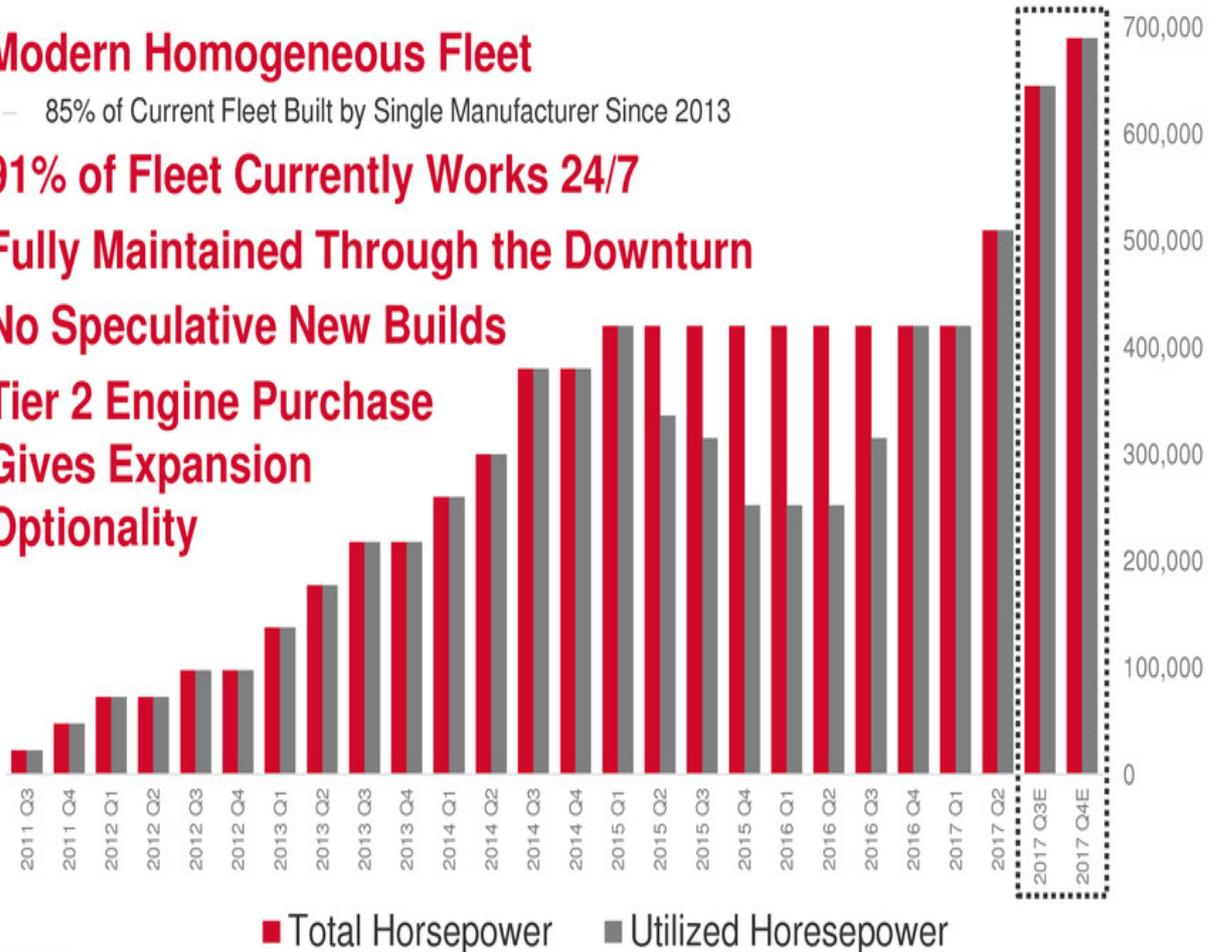


Chart based on end of period HHP counts

- **Permian Focus**
 - Positioned in the low cost basin
- **Blue Chip Customers**
 - Large drilling inventories and sizeable rig programs
- **Superior Performance**
 - Consistently outperforming the competition on location
- **Full Calendar**
 - Fully booked calendar well into 2018
- **Strong Balance Sheet**
 - Minimal debt with disciplined capital allocation
- **No Speculative New Builds**
 - Strong customer commitments
- **High Utilization Through Cycles**
 - Great history of battling cyclicalities
- **Delaware Upside**
 - Untapped opportunities with current customers and beyond



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CONSOLIDATED & SEGMENT FINANCIALS

PROPETRO HOLDING CORP. AND SUBSIDIARY CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)
(Unaudited)

	Three Months Ended		
	June 30	March 31	June 30
	2017	2017	2016
REVENUE - Service revenue	\$ 213,492	\$ 171,931	\$ 68,165
COSTS AND EXPENSES			
Cost of services (exclusive of depreciation and amortization)	176,777	149,565	64,849
General and administrative (inclusive of stock-based compensation)	7,916	19,859	5,536
Depreciation and amortization	12,706	11,151	10,794
Loss on disposal of assets	9,787	10,442	2,169
Total costs and expenses	207,186	191,017	83,348
OPERATING INCOME (LOSS)	6,306	(19,086)	(15,183)
OTHER INCOME (EXPENSE):			
Interest expense	(650)	(5,175)	(5,977)
Gain on extinguishment of debt	-	-	6,975
Other income (expense)	(627)	26	(14)
Total other income (expense)	(1,277)	(5,149)	984
INCOME (LOSS) BEFORE INCOME TAXES	5,029	(24,235)	(14,199)
INCOME TAX (EXPENSE)/BENEFIT	(108)	(116)	4,905
NET INCOME (LOSS)	\$ 4,921	\$ (24,351)	\$ (9,294)
NET INCOME (LOSS) PER COMMON SHARE:			
Basic	\$ 0.06	\$ (0.43)	\$ (0.24)
Diluted	\$ 0.06	\$ (0.43)	\$ (0.24)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
Basic	83,040	55,996	39,496
Diluted	86,279	55,996	39,496

Reportable Segment Information

(\$ in thousands)	Three Months Ended					
	June 30, 2017			March 31, 2017		
	Pressure Pumping	All Other	Total	Pressure Pumping	All Other	Total
Service revenue	\$ 203,591	\$ 9,901	\$ 213,492	\$ 163,840	\$ 8,091	\$ 171,931
Adjusted EBITDA	\$ 31,362	\$ (706)	\$ 30,656	\$ 16,919	\$ (691)	\$ 16,228
Depreciation and amortization	\$ 11,596	\$ 1,110	\$ 12,706	\$ 9,995	\$ 1,156	\$ 11,151
Capital expenditures	\$ 86,302	\$ 1,047	\$ 87,349	\$ 55,042	\$ 1,419	\$ 56,461

Reconciliation of Net Income (Loss) to EBITDA

(\$ in thousands)	Three Months Ended					
	June 30, 2017			March 31, 2017		
	Pressure Pumping	All Other	Total	Pressure Pumping	All Other	Total
Net Income (loss)	\$ 9,633	\$ (4,712)	\$ 4,921	\$ (7,918)	\$ (16,433)	\$ (24,351)
Depreciation and amortization	11,596	1,110	12,706	9,995	1,156	11,151
Interest expense	-	650	650	-	5,175	5,175
Income tax expense	-	108	108	-	116	116
Loss/(gain) on disposal of assets	9,681	106	9,787	10,709	(267)	10,442
Stock-based compensation	-	609	609	-	7,369	7,369
Other expense and legal settlement	-	1,199	1,199	-	(26)	(26)
Deferred IPO bonus expense	452	224	676	4,133	2,219	6,352
Adjusted EBITDA	\$ 31,362	\$ (706)	\$ 30,656	\$ 16,919	\$ (691)	\$ 16,228

Corporate Headquarters:

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ProPetro Announces Acceleration of Fleet Deployment Schedule

--- Company to Participate in Johnson Rice 2017 Energy Conference on September 26 ---

MIDLAND, TX, September 25, 2017 (Businesswire) - ProPetro Holding Corp. (“ProPetro” or “the Company”) (NYSE: PUMP) today announced accelerated deployment of its new build hydraulic fracturing fleet.

The Company’s 15th fleet (45,000 hydraulic horsepower (“HHP”)) was put into active service for a ProPetro customer on September 25, 2017 and the Company’s 16th fleet (45,000 HHP) is now expected to be deployed in the middle of the fourth quarter 2017. ProPetro previously expected the 15th and 16th fleets to commence operations by the middle and end of the fourth quarter 2017, respectively. As a result, the Company anticipates exiting the third quarter 2017 with total active capacity of 645,000 HHP and ending the year with 690,000 HHP.

Separately, ProPetro announced that it will present at the Johnson Rice & Company 2017 Energy Conference in New Orleans, Louisiana starting at 12:30pm CT on Tuesday, September 26, 2017. A link to the webcast and presentation is available on ProPetro’s website at www.propetroservices.com.

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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.

Forward-Looking Statements

The information above includes forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. These forward-looking statements are subject to certain risks, uncertainties and assumptions identified above or as disclosed from time to time in the Company’s filings with the Securities and Exchange Commission. As a result of these factors, actual results may differ materially from those indicated or implied by such forward-looking statements.

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