

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ProFrac Holding Corp.			2. Issuer Name and Ticker or Trading Symbol FLOTEK INDUSTRIES INC/CN/ [FTK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____			
(Last) 333 SHOPS BLVD., SUITE 301	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2022						
(Street) WILLOW PARK, TX 76087			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy) (1) (2)	(3)	06/21/2022		P		13,104,839		06/21/2022(3)(4)	(4)	Common Stock	13,104,839	\$ 19,500,000 (3)	13,104,839	I (1) (2)	By ProFrac Holdings II, LLC (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ProFrac Holding Corp. 333 SHOPS BLVD., SUITE 301 WILLOW PARK, TX 76087		X		
ProFrac Holdings, LLC 333 SHOPS BLVD., SUITE 301 WILLOW PARK, TX 76087		X		
ProFrac Holdings II, LLC 333 SHOPS BLVD., SUITE 301 WILLOW PARK, TX 76087		X		

Signatures

/s/ ProFrac Holding Corp., By: /s/ Robert J. Willette, Chief Legal Officer		08/29/2022
		Date
/s/ ProFrac Holdings, LLC, By: /s/ Robert J. Willette, Chief Legal Officer		08/29/2022
		Date
/s/ ProFrac Holdings II, LLC, By: /s/ Robert J. Willette, Chief Legal Officer		08/29/2022
		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- ProFrac Holdings II, LLC, a Texas limited liability company ("ProFrac Holdings II"), directly holds the securities of the Issuer. ProFrac Holdings, LLC, a Texas limited liability company ("ProFrac Holdings") is the sole member of ProFrac Holdings II. ProFrac Holding Corp., a Delaware corporation ("PubCo"), is the sole managing member of ProFrac Holdings. As a result, each of ProFrac Holdings and PubCo may be deemed to beneficially own the securities directly held by ProFrac Holdings II. Each Reporting Person disclaims beneficial ownership of all securities reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any securities covered by this Form 4.
- (1) On June 21, 2022 (the "Closing Date"), pursuant to a Securities Purchase Agreement between the Issuer and ProFrac Holdings II, the Issuer issued to ProFrac Holdings II prefunded warrants (the "Warrants") permitting ProFrac Holdings II to purchase 13,104,839 shares of the Issuer's Common Stock (the "Warrant Shares").
 - (2) The aggregate exercise price of the Warrants, except for a nominal exercise price of \$0.0001 per Warrant Share (the "Exercise Price"), was pre-funded to the Issuer by ProFrac Holdings II and, consequently, except to the extent required to satisfy the condition described in clause (ii) below, no additional consideration (other than the nominal Exercise Price) is required to be paid to the Issuer to effect any exercise of the Warrants. ProFrac Holdings II and its affiliates may not receive any voting or consent rights in respect of the Warrants or the Warrant Shares unless and until (i) the Issuer has obtained approval from a majority of its shareholders excluding ProFrac Holdings II and its affiliates and (ii) ProFrac Holdings II has paid an additional \$4,500,000 to the Issuer; provided, however, that ProFrac Holdings II may exercise the Warrants immediately prior to the sale of the Warrant Shares subject to such exercise to a non-affiliate of ProFrac Holdings II.
 - (3) Subject to the conditions described in footnote 3 above, all or any part of the Warrants are exercisable by its registered holder at any time and from time to time on or after the Closing Date and until the Warrants are exercised in full.
 - (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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