

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

FLOTEK INDUSTRIES, INC.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

343389102

(CUSIP Number)

**Steven Scroggum
333 Shops Blvd, Suite 301
Willow Park, TX, 76087
254-776-3722**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

04/28/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 343389102

1	Name of reporting person ProFrac Holding Corp.
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 17,244,721.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 17,244,721.00
11	Aggregate amount beneficially owned by each reporting person 17,244,721.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 53.9 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

(1) Consists of (i) 2,184,140 shares of Common Stock issuable to ProFrac Holdings II, LLC ("ProFrac Holdings II") upon exercise of the prefunded warrants issued to ProFrac Holdings II on June 21, 2022 (the "June 2022 Prefunded Warrants") and (ii) 15,060,581 shares of Common Stock directly owned by ProFrac Holdings II.

(2) Percent of class is calculated based on (i) 29,826,816 shares of Common Stock issued and outstanding as of March 20, 2025, as reported in the Issuer's Definitive Proxy Statement filed with the Securities and Exchange Commission (the "SEC") on April 2, 2025 in connection with the Issuer's 2025 annual stockholder meeting (the "2025 Proxy Statement"), plus (ii) 2,184,140 shares of Common Stock issuable to ProFrac Holdings II upon exercise of the June 2022 Prefunded Warrants, subject to the terms and conditions thereof as previously disclosed in this Schedule 13D.

(3) The beneficial ownership described in the table above and in footnotes (1) and (2) excludes 6,000,000 shares of Common Stock issuable to ProFrac GDM, LLC ("ProFrac GDM") upon exercise of a warrant issued by the Issuer to ProFrac GDM on April 28, 2025 (the "April 2025 Warrant"), because the Common Stock underlying such warrant is not deemed to be "beneficially owned" under applicable SEC rules. Issuer shareholder approval is required in order for the Common Stock underlying the April 2025 Warrant to become issuable thereunder. Please refer to Item 5 herein for a description and calculation of the Reporting Persons' beneficial ownership if the shares underlying the April 2025 Warrant were deemed to be "beneficially owned" under applicable SEC rules.

SCHEDULE 13D

CUSIP No.	343389102
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1	Name of reporting person ProFrac Holdings, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization TEXAS	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 17,244,721.00
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(3) The beneficial ownership described in the table above and in footnotes (1) and (2) excludes 6,000,000 shares of Common Stock issuable to ProFrac GDM upon exercise of the April 2025 Warrant, because the Common Stock underlying such warrant is not deemed to be "beneficially owned" under applicable SEC rules. Issuer shareholder approval is required in order for the Common Stock underlying the April 2025 Warrant to become issuable thereunder. Please refer to Item 5 herein for a description and calculation of the Reporting Persons' beneficial ownership if the shares underlying the April 2025 Warrant were deemed to be "beneficially owned" under applicable SEC rules.

SCHEDULE 13D

CUSIP No.	343389102
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1	Name of reporting person ProFrac Holdings II, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
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Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
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(2) Percent of class is calculated based on (i) 29,826,816 shares of Common Stock issued and outstanding as of March 20, 2025, as reported in the 2025 Proxy Statement, plus (ii) 2,184,140 shares of Common Stock issuable to ProFrac Holdings II upon exercise of the June 2022 Prefunded Warrants, subject to the terms and conditions thereof as previously disclosed in this Schedule 13D.

(3) The beneficial ownership described in the table above and in footnotes (1) and (2) excludes 6,000,000 shares of Common Stock issuable to ProFrac GDM upon exercise of the April 2025 Warrant, because the Common Stock underlying such warrant is not deemed to be "beneficially owned" under applicable SEC rules. Issuer shareholder approval is required in order for the Common Stock underlying the April 2025 Warrant to become issuable thereunder. Please refer to Item 5 herein for a description and calculation of the Reporting Persons' beneficial ownership if the shares underlying the April 2025 Warrant were deemed to be "beneficially owned" under applicable SEC rules.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

FLOTEK INDUSTRIES, INC.

(c) Address of Issuer's Principal Executive Offices:

5775 N. SAM HOUSTON PARKWAY W., SUITE 400, HOUSTON, TEXAS , 77086.

Item 1 Comment:

This Amendment No. 6 (this "Amendment") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on February 14, 2022, as amended by Amendment No. 1 thereto filed with the SEC on March 7, 2022, Amendment No. 2 thereto filed with the SEC on June 2, 2022, Amendment No. 3 thereto filed with the SEC on August 29, 2022, Amendment No. 4 thereto filed with the SEC on March 2, 2023, and Amendment No. 5 thereto filed with the SEC on July 14, 2023 (collectively, the "Schedule 13D"), by the Reporting Persons relating to shares of common stock, par value \$0.0001 per share ("Common Stock"), of Flotek Industries, Inc. (the "Issuer").

Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D.

Schedule I attached hereto sets forth the information required by Instruction C of the instructions to Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

The information set forth in Item 4 of this Amendment is incorporated by reference into this Item 3.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended to include the following:

As described in the Issuer's Current Report on Form 8-K filed with the SEC on April 28, 2025 (the "Issuer 8-K"), on April 28, 2025, the Issuer issued a warrant to ProFrac GDM, LLC ("ProFrac GDM") to purchase 6,000,000 shares of the Issuer's Common Stock at an exercise price equal to \$0.0001 per share (the "April 2025 Warrant"). The April 2025 Warrant and a secured promissory note in the initial principal amount of \$40 million (the "Note") comprised a portion of the consideration for certain mobile power generation assets and related intellectual property that ProFrac GDM sold to PWRTEK, LLC, a Texas limited liability company ("PWRTEK") and a subsidiary of the Issuer, pursuant to an Asset Purchase Agreement, dated as of April 28, 2025 (the "Purchase Agreement"), by and among ProFrac GDM, ProFrac, PWRTEK, the Issuer, and the other parties named therein, as further described in the Issuer 8-K.

The April 2025 Warrant has a 7-year term, and can be exercised on a cashless basis at any time following the date on which the Issuer's stockholders have approved the issuance of the shares of Common Stock underlying the Warrant (the "Stockholder Proposal"). Pursuant to the Purchase Agreement, the Issuer has agreed to use commercially reasonable efforts to hold a meeting of stockholders to approve the Stockholder Proposal on or before July 31, 2025, subject to extension in certain circumstances. As provided in the Purchase Agreement, the Issuer has also confirmed that the shares underlying the Warrant are Registrable Securities pursuant to the terms of the Registration Rights Agreement (as defined in the Purchase Agreement). Each of ProFrac Holdings II, the Issuer's directors (including Matthew Wilks, the Executive Chairman of ProFrac, in his individual capacity) and certain executive officers of the Issuer have entered into voting agreements ("Voting Agreements") under which such parties have agreed to vote their respective shares of Common Stock beneficially owned in favor of the Stockholder Proposal. Under certain circumstances, including if stockholder approval for the Stockholder Proposal is not timely obtained, ProFrac GDM may elect to convert the April 2025 Warrant into a five-year promissory note in a principal amount that will be based upon the then deemed market value of the April 2025 Warrant, as further described in the Issuer 8-K.

The Note provides for a five-year term and is subject to a 10.0% annual interest rate, payable in cash or in-kind at PWRTEK's option. PWRTEK's obligations under the Note are secured by a first priority lien on the assets acquired by PWRTEK under the Purchase Agreement, including the Leased Equipment (as defined in the Issuer 8-K), as well as certain after-acquired property of PWRTEK. The obligations of PWRTEK under the Note have been guaranteed by the Issuer pursuant to a Guaranty, dated as of April 28, 2025 between the Issuer and ProFrac GDM (the "Parent Guaranty"). Pursuant to the Note, PWRTEK is also subject to certain customary limitations on making distributions, incurring debt, liens, and conducting certain business activities while the Note is outstanding.

The foregoing descriptions of the Purchase Agreement, the April 2025 Warrant, the Note, the Parent Guaranty and the Voting Agreements do not purport to be complete and are qualified in their entirety by reference to the full text of the Purchase Agreement, the April 2025 Warrant, the Note, the Parent Guaranty and the Voting Agreements, which are filed as Exhibits 1, 2, 3, 4 and 5 to this Amendment and are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

(a) Item 5 of the Schedule 13D is hereby amended by amending and replacing in its entirety each of Item 5(a), 5(b) and 5(c) as follows:

(a)-(b) Each of the Reporting Persons may be deemed to beneficially own, and may be deemed to have shared power to direct the vote and shared power to dispose or to direct the disposition of, in the aggregate, 17,244,721 shares of Common Stock, representing approximately 53.9% of the issued and outstanding shares of Common Stock, based on:

(i) 29,826,816 shares of Common Stock issued and outstanding as of March 20, 2025, as reported in the 2025 Proxy Statement, plus

(ii) 2,184,140 shares of Common Stock issuable to ProFrac Holdings II upon exercise of the June 2022 Prefunded Warrants, subject to the terms and conditions thereof as previously described in the Schedule 13D.

The beneficial ownership described above excludes the 6,000,000 shares of Common Stock issuable to ProFrac GDM upon exercise of the April 2025 Warrant, because the Common Stock underlying such warrant is not deemed to be "beneficially owned" under applicable SEC rules. Issuer shareholder approval is required in order for the Common Stock underlying the April 2025 Warrant to become issuable thereunder. If the Common Stock underlying the April 2025 Warrant were deemed to be "beneficially owned" under applicable SEC rules, as of the date hereof, the Reporting Persons may be deemed to beneficially own, and may be deemed to have shared power to direct the vote and shared power to dispose or to direct the disposition of, in the aggregate, 23,244,721 shares of Common Stock, representing approximately 61.2% of the issued and outstanding shares of Common Stock, based on:

(i) 29,826,816 shares of Common Stock issued and outstanding as of March 20, 2025, as reported in the 2025 Proxy Statement, plus

(ii) 2,184,140 shares of Common Stock issuable to ProFrac Holdings II upon exercise of the June 2022 Prefunded Warrants, subject to the terms and conditions thereof as previously described in the Schedule 13D, plus

(iii) 6,000,000 shares of Common Stock issuable to ProFrac GDM upon exercise of the April 2025 Warrant.

ProFrac Holdings is a wholly owned, indirect subsidiary of ProFrac. ProFrac Holdings is the sole member of ProFrac Holdings II. ProFrac GDM is a wholly-owned, indirect subsidiary of ProFrac Holdings II.

As a result, each of ProFrac and ProFrac Holdings may be deemed to have shared voting and dispositive power over, and to share beneficial ownership of, the securities owned by each of ProFrac Holdings II and ProFrac GDM, and ProFrac Holdings II may be deemed to have shared voting and dispositive power over, and to share beneficial ownership of, the securities owned by ProFrac GDM, including the April 2025 Warrant.

(c) (c) The information set forth in Item 4 of this Amendment is incorporated by reference into this Item 5(c).

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to include the following:

The information regarding the Purchase Agreement, the April 2025 Warrant, and the Voting Agreements set forth in Item 4 of this Amendment is incorporated by reference into this Item 6.

Item 7. Material to be Filed as Exhibits.

1.Asset Purchase Agreement, dated April 28, 2025, among ProFrac GDM, LLC, PWRTEK, LLC, ProFrac Holding Corp., ProFrac Services, LLC, Flotek Industries, Inc. and Flotek Chemistry LLC (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on April 28, 2025).

2.Form of April 2025 Warrant (incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the SEC on April 28, 2025).

3.Form of Note (incorporated by reference to Exhibit 10.4 to the Issuer's Current Report on Form 8-K filed with the SEC on April 28, 2025).

4.Form of Voting Agreement (ProFrac) (incorporated by reference to Exhibit 10.5 to the Issuer's Current Report on Form 8-K filed with the SEC on April 28, 2025).

5.Form of D&O Voting Agreement (incorporated by reference to Exhibit 10.6 to the Issuer's Current Report on Form 8-K filed with the SEC on April 28, 2025).

6.Form of Parent Guaranty (incorporated by reference to Exhibit 10.7 to the Issuer's Current Report on Form 8-K filed with the SEC on April 28, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ProFrac Holding Corp.

Signature: /s/ Steven Scrogam

Name/Title: Steven Scrogam/Chief Legal Officer, Chief Compliance Officer, and Corporate Secretary

Date: 04/30/2025

ProFrac Holdings, LLC

Signature: /s/ Steven Scrogam
Name/Title: Steven Scrogam/Corporate Secretary
Date: 04/30/2025

ProFrac Holdings II, LLC

Signature: /s/ Steven Scrogam
Name/Title: Steven Scrogam/Chief Financial Officer
Date: 04/30/2025