

PROSPECTUS SUPPLEMENT NO. 4  
(to Prospectus dated August 8, 2022)

# ProFrac Holding Corp.

## Up to 1,545,575 shares of Class A common stock

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This prospectus supplement supplements the prospectus dated August 8, 2022 (the “Prospectus”), which forms a part of our registration statement on Form S-1 (No. 333-266465). This prospectus supplement is being filed to update and supplement the information in the Prospectus with (i) the information contained in Item 8.01 of our Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on December 28, 2022 (the “December 28, 2022 Current Report”) and (ii) the information contained in our Current Report on Form 8-K filed with the SEC on December 30, 2022 (the “December 30, 2022 Current Report”). Accordingly, we have attached the pertinent item from the December 28, 2022 Current Report and the December 30, 2022 Current Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the resale by the selling stockholders identified in the Prospectus (the “Selling Stockholders”), or their permitted transferees, of up to 1,545,575 shares of Class A common stock of ProFrac Holding Corp., a Delaware corporation. We will not receive any of the proceeds from such sales of the shares of our Class A common stock by the Selling Stockholders.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our Class A common stock and public warrants are listed on the Nasdaq Global Select Market under the symbols “ACDC” and “ACDCW.” The last reported sales price of our Class A common stock and public warrants on the Nasdaq Global Select Market on December 30, 2022 was \$25.20 per share and \$0.0302 per warrant, respectively.

We are an “emerging growth company” as that term is used in the Jumpstart Our Business Startups Act of 2012, or JOBS Act, and as such, we have elected to take advantage of certain reduced public company reporting requirements for the Prospectus and future filings. See “*Risk Factors*” and “*Summary—Emerging Growth Company*” in the Prospectus.

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**Investing in our Class A common stock involves risks. See “*Risk Factors*” beginning on page 36 of the Prospectus to read about factors you should consider before buying shares of our Class A common stock.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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**The date of this prospectus supplement is December 30, 2022.**

**Item 8.01 Other Events.**

***Acquisition of Monarch Silica, LLC***

As previously disclosed in the Current Report on Form 8-K filed by ProFrac with the Securities and Exchange Commission on December 6, 2022, on December 5, 2022, ProFrac II LLC (i) entered into a Membership Interest Purchase Agreement (the “**Monarch Purchase Agreement**”) by and among ProFrac II LLC, Monarch Capital Holdings, LLC, a Texas limited liability company (“**Monarch Capital**”), Monarch Silica, and, for the limited purposes set forth therein, David E. Welch and Paul A. Welch, pursuant to which ProFrac II LLC agreed to purchase from Monarch Capital 100% of the issued and outstanding membership interests of Monarch Silica (the “**Monarch Equity Transaction**”) and (ii) entered into a Real Property Purchase and Sale Agreement by and between ProFrac II LLC and DPW Investments, LLC, a Texas limited liability company (“**DPW**”), pursuant to which ProFrac II LLC agreed to purchase from DPW all of its right, title and interest in and to certain real property located in Bexar County, Texas (the “**Monarch Real Property Transaction**”) and, together with the Monarch Equity Transaction, the “**Monarch Transactions**”).

On December 23, 2022, ProFrac II LLC consummated the Monarch Transactions. The aggregate purchase price of the Monarch Transactions was \$175 million, of which (i) \$87.5 million was paid in cash at the closing of the Monarch Transactions, and (ii) the remaining \$87.5 million was paid in the form of a secured note payable to Monarch Capital by ProFrac II LLC (the “**Monarch Note**”). A portion of the cash consideration is subject to certain customary post-closing adjustments.

The Monarch Note bears interest at a rate of 2.50% per annum and matures on the earlier of (i) December 23, 2024 and (ii) the date on which all amounts thereunder are due and payable pursuant to the terms and conditions thereof. The Monarch Note is secured by ProFrac II LLC’s equity interest in Monarch Silica, substantially all of the assets of Monarch Silica and the real property acquired from DPW in connection with the Monarch Transactions.

***Agreement to Acquire REV Energy Holdings, LLC***

On December 23, 2022, ProFrac II LLC entered into a Membership Interest Purchase Agreement by and among ProFrac II LLC, REV, Jason Kuzov, an individual (“**Kuzov**”), Michell Winnick, an individual (“**Winnick**”), Buffalo Creek, LLC, an Idaho limited liability company (“**Buffalo Creek**,” and together with Kuzov and Winnick, the “**REV Sellers**”), and BCKW LLC, a Colorado limited liability company (the “**REV Sellers’ Representative**”), pursuant to which ProFrac II LLC agreed to purchase from the REV Sellers 100% of the issued and outstanding membership interests of REV (the “**REV Acquisition**”).

The aggregate purchase price of the REV Acquisition is \$140 million, consisting of (i) a number of shares of ProFrac’s Class B common stock, par value \$0.01 per share, equal to \$70 million, (ii) approximately \$39 million to be paid in the form of a secured note payable to the REV Sellers’ Representative by ProFrac II LLC (the “**REV Note**”), (iii) approximately \$25.5 million in cash and (iv) approximately \$5.5 million in debt assumption. A portion of the cash consideration is subject to certain customary post-closing adjustments. The purchase agreement also provides for up to \$20 million of earn-out payments if certain EBITDA-based performance targets are achieved during 2023.

The REV Note will bear interest at a rate of 2.25% per annum and will mature on the earlier of (i) the 30-month anniversary of the date of the REV Note and (ii) the date on which all amounts thereunder are due and payable pursuant to the terms and conditions thereof. The REV Note will be secured by ProFrac II LLC’s equity interest in REV and substantially all of the assets of REV and its wholly-owned subsidiary, REV Energy Services, LLC.

The closing of the REV Acquisition is subject to customary closing conditions, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “**HSR Act**”), and absence of legal impediments.

***Agreement to Acquire Performance Proppants***

On December 23, 2022, ProFrac II LLC entered into a Membership Interest Purchase Agreement by and among ProFrac II LLC, Performance Holdings I, LLC, a Louisiana limited liability company (“**Performance Holdings I**”) and Performance Holdings II, LLC, a Louisiana limited liability company (“**Performance Holdings II**”) and, together with Performance Holdings I, the “**Performance Sellers**”), pursuant to which ProFrac II LLC agreed to purchase from the Performance Sellers 100% of the issued and outstanding membership interests of each of (i) Performance Proppants, (ii) Red River Land Holdings, LLC, a Louisiana limited liability company, (iii) Performance Royalty, LLC, a Louisiana limited liability company, (iv) Performance Proppants International, LLC, a Louisiana limited liability company and (v) Sunny Point Aggregates, LLC, a Louisiana limited liability company (such transactions, collectively, the “**Performance Acquisition**”).

The aggregate purchase price of the Performance Acquisition is \$475 million, payable in cash at the closing. The closing of the Performance Acquisition is subject to customary closing conditions, including the expiration or termination of the applicable waiting period under the HSR Act and absence of legal impediments.

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 23, 2022

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**ProFrac Holding Corp.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-41388  
(Commission  
File Number)

87-2424964  
(IRS Employer  
Identification No.)

333 Shops Boulevard, Suite 301  
Willow Park, Texas  
(Address of principal executive offices)

76087  
(Zip Code)

(254) 776-3722  
(Registrant's telephone number, including area code)

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

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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 exchange on which registered
Class A common stock, par value \$0.01 per share	ACDC	The Nasdaq Global Select Market
Warrants, each 124.777 warrants exercisable for one share of Class A common stock at an exercise price of \$717.47 per share	ACDCW	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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## Item 1.01 Entry into a Material Definitive Agreement.

*This section describes the material provisions of the Purchase Agreement (as defined below) but does not purport to describe all of the terms thereof. The following summary is qualified in its entirety by reference to the complete text of the Purchase Agreement, a copy of which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. ProFrac Holding Corp.'s stockholders and other interested parties are urged to read such agreement in its entirety. Unless otherwise defined herein, the capitalized terms used below are defined in the Purchase Agreement.*

As previously disclosed in the Current Report on Form 8-K filed by ProFrac Holding Corp., a Delaware corporation (“**ProFrac**”), with the Securities and Exchange Commission on December 28, 2022, ProFrac Holdings II, LLC (“**ProFrac II LLC**”), a Texas limited liability company and a subsidiary of ProFrac, entered into a Membership Interest Purchase Agreement (the “**Purchase Agreement**”) with Performance Holdings I, LLC, a Louisiana limited liability company (“**Performance Holdings I**”), and Performance Holdings II, LLC, a Louisiana limited liability company (“**Performance Holdings II**” and, together with Performance Holdings I, the “**Performance Sellers**”).

Pursuant to the Purchase Agreement, ProFrac II LLC agreed, subject to the terms and conditions set forth therein, to acquire from the Performance Sellers 100% of the issued and outstanding membership interests of each of (i) Performance Proppants, LLC, a Texas limited liability company, (ii) Red River Land Holdings, LLC, a Louisiana limited liability company, (iii) Performance Royalty, LLC, a Louisiana limited liability company, (iv) Performance Proppants International, LLC, a Louisiana limited liability company and (v) Sunny Point Aggregates, LLC, a Louisiana limited liability company (the “**Acquired Interests**”).

Pursuant to the terms of the Purchase Agreement, as consideration for the Acquired Interests, upon the consummation of the transactions contemplated by the Purchase Agreement (the “**Closing**”), ProFrac II LLC will pay to the Sellers aggregate cash consideration of approximately \$475,000,000, subject to certain customary post-closing adjustments.

The Purchase Agreement includes customary representations, warranties, indemnities, and covenants. In addition, the Closing is subject to customary closing conditions, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and absence of legal impediments. Subject to the satisfaction or waiver of certain conditions and the other terms and conditions of the Purchase Agreement, the transaction is expected to close in the first quarter of 2023.

The Purchase Agreement contains certain termination rights for ProFrac II LLC and the Seller Representative, including that, subject to certain limitations, either ProFrac II LLC or the Seller Representative may terminate the Purchase Agreement if the transaction is not consummated by April 1, 2023.

The Purchase Agreement and the above description of the Purchase Agreement have been included to provide investors with information regarding the terms of the Purchase Agreement. The representations, warranties and covenants contained in the Purchase Agreement were made only for the purposes of the Purchase Agreement and as of specific dates, were solely for the benefit of the parties thereto, may have been used for purposes of allocating risk between the parties rather than establishing matters of fact and may be subject to qualifications or limitations agreed upon by the parties in connection with the negotiated terms, including being qualified by schedules and other disclosures made by the parties. Accordingly, investors should not rely on the representations, warranties and covenants in the Purchase Agreement as statements of factual information regarding the parties.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1* †	<a href="#">Membership Interest Purchase Agreement, dated December 23, 2022, by and among ProFrac Holdings II, LLC, Performance Holdings I, LLC and Performance Holdings II, LLC.</a>

\* Filed herewith

† Schedules to the Membership Interest Purchase Agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company will furnish supplementally to the Securities and Exchange Commission any omitted schedule upon request.

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**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.

**PROFRAC HOLDING CORP.**

By: /s/ Lance Turner  
Name: Lance Turner  
Title: Chief Financial Officer

Date: December 30, 2022