
**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): December 30, 2022

ProFrac Holding Corp.

(Exact name of registrant as specified in its charter)

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)

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.

Item 7.01 Regulation FD Disclosure.

On January 3, 2023, ProFrac Holding Corp., a Delaware corporation (“**ProFrac**”), issued a press release announcing that ProFrac Holdings II, LLC (“**ProFrac II LLC**”), a Texas limited liability company and a subsidiary of ProFrac, completed the previously announced acquisition of REV Energy Holdings, LLC, a Colorado limited liability company (“**REV**”), and also completed the acquisition of Producers Services Holdings LLC.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Limitation on Incorporation by Reference. The information furnished in this Item 7.01, including the press release attached hereto as Exhibit 99.1, 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 such information 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 reference in such a filing.

Cautionary Note Regarding Forward-Looking Statements. Except for historical information contained in the press release attached as an exhibit hereto, the press release contains forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

Item 8.01 Other Events.

Acquisition of REV Energy Holdings, LLC

As previously disclosed in the Current Report on Form 8-K filed by ProFrac on December 28, 2022 with the Securities and Exchange Commission, 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**”).

On December 30, 2022, ProFrac II LLC consummated the REV Acquisition. The aggregate purchase price of the REV Acquisition was \$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 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 Membership Interest 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 bears interest at a rate of 2.25% per annum and matures on the earlier of (i) June 30, 2025 and (ii) the date on which all amounts thereunder are due and payable pursuant to the terms and conditions thereof. The REV Note is 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, a Colorado limited liability company.

Acquisition of Producers Services Holdings LLC

On January 3, 2023, ProFrac II LLC entered into a Securities Purchase Agreement by and among ProFrac II LLC, Thomas E. Potts, Jr., as trustee of the Producers Service Employee Stock Ownership Plan and Trust (the “**Plan**”), PSC Holdings, Inc., an Ohio corporation (“**Seller**”), and Producers Service Holdings LLC, a Delaware limited liability company (“**Producers**”), pursuant to which ProFrac II LLC agreed to purchase 100% of the issued and outstanding membership interest of Producers from Seller (such transactions contemplated by the Securities Purchase Agreement, collectively, the “**Producers Acquisition**”).

Subsequent to entering into the Securities Purchase Agreement, on January 3, 2023, ProFrac II LLC consummated the Producers Acquisition for approximately \$35 million of total transaction value, of which approximately half is payable in shares of ProFrac’s Class A common stock, par value \$0.01 per share, with the remainder consisting of cash and debt assumption. A portion of the cash consideration is subject to certain customary post-closing adjustments.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated January 3, 2023.
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.

PROFRAC HOLDING CORP.

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

Date: January 4, 2023



Contacts: ProFrac Holding Corp.
Lance Turner – Chief Financial Officer
Bryan Wheatly – Director, Investor Relations
investors@profrac.com

Dennard Lascar Investor Relations
Ken Dennard / Rick Black
ACDC@dennardlascar.com

ProFrac Holding Corp. Completes Acquisition of REV Energy Holdings, LLC and Producers Services Holdings LLC, Adding Six Frac Fleets

WILLOW PARK, TX – January 3, 2023 – ProFrac Holding Corp. (NASDAQ: ACDC) (“ProFrac” or the “Company”) today reported that it has closed on its previously-announced acquisition of REV Energy Holdings, LLC (“REV”), a privately owned pressure pumping service provider with operations in the Rockies and Eagle Ford. ProFrac acquired REV for \$140 million, consisting of \$70 million in ProFrac Class B common shares, approximately \$39 million in seller-provided financing, and the balance with cash on hand and debt assumption of approximately \$5.5 million. The purchase agreement also provides for up to \$20 million of earn-out payments in the event REV achieves EBITDA of approximately \$90 million in 2023. REV operates three premium frac fleets totaling 204,500 hydraulic horsepower that offer significant opportunity for upgrades through the additions of DGB engines and engine idle reduction systems.

ProFrac also closed the acquisition of Producers Services Holdings LLC (“Producers”), an employee-owned pressure pumping services provider serving Appalachia and the Mid-Continent. Under the terms of the agreement, ProFrac has acquired Producers for approximately \$35 million of total transaction value, of which approximately half was paid in ProFrac Class A common shares. Through this transaction, ProFrac will add three fleets, of which two are currently active, totaling 200,000 HHP as well as a 50,000 square foot manufacturing facility located near Zanesville, OH, through which the Company plans to expand its manufacturing footprint to support Northeast operations. The Company expects the transaction to be accretive to earnings and cash flow in 2023.

With these transactions, ProFrac has expanded its geographic footprint to include the Rockies and Bakken, and increased its pressure pumping and manufacturing presence in the Northeast. By the end of January, ProFrac expects to have 45 active fleets, with an additional four electric fleets under construction that the Company expects to deploy in the first half of 2023.

Advisors

Brown Rudnick LLP and Lowenstein Sandler LLP served as legal advisor and merger clearance counsel, respectively, to ProFrac on the acquisition of REV. Piper Sandler served as REV's exclusive financial advisor, and Sparkman + Foote LLP served as REV's legal counsel. Brown Rudnick LLP served as legal counsel to ProFrac on the acquisition of Producers.

About ProFrac Holding Corp.

ProFrac Holding Corp. is a growth-oriented, vertically integrated and innovation-driven energy services company providing hydraulic fracturing, completion services and other complementary products and services to leading upstream oil and gas companies engaged in the exploration and production ("E&P") of North American unconventional oil and natural gas resources. Founded in 2016, the Company was built to be the go-to service provider for E&P companies' most demanding hydraulic fracturing needs. ProFrac is focused on employing new technologies to significantly reduce "greenhouse gas" emissions and increase efficiency in what has historically been an emissions-intensive component of the unconventional E&P development process. For more information, please visit the Company's website, <https://www.pfholdingscorp.com>.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this press release may be considered "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. In some cases, the reader can identify forward-looking statements by words such as "may," "should," "would," "expect," "intend," "will," "estimate," "anticipate," "believe," "predict," or similar words. Forward-looking statements relate to future events or the Company's future financial or operating performance. These forward-looking statements include, among other things, statements regarding: the anticipated benefits of the REV and Producers acquisitions; including, with (i) respect to REV, the Company's expectation that such acquisition will increase its pressure pumping service capabilities, geographic footprint and active fleet count; and expectations regarding the Company's plans and ability to upgrade the fleets to be acquired and (ii) with respect to Producers, the Company's expectation that such acquisition will increase its pressure pumping services, manufacturing capabilities, geographic and manufacturing footprint and active fleet count; the Company's expectations regarding expanding its Northeast manufacturing operations support capabilities; and the Company's expectation that the acquisition will be accretive to the Company's earnings and free cash flow. . Such forward-looking statements are based upon assumptions made by the Company as of the date hereof and are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such

forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: the ability to effectively scale the Company's operations and integrate acquired assets, services and personnel into the Company's existing business model; the risk that Company will not realize the anticipated benefits of the acquired businesses and operations; the Company's ability to execute its business strategy and plans for growth, including with respect to the integration of REV and Producers; the failure to operationalize and upgrade, as applicable, the acquired operations, services and assets of REV and Producers in a timely manner or at all; risks relating to expanding manufacturing capabilities;; risks relating to the Company's liquidity needs; industry conditions, including fluctuations in supply, demand and prices for the Company's products and services; global and regional economic and financial conditions; and other risks and uncertainties set forth in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's filings with the Securities and Exchange Commission ("SEC"), which are available on the SEC's website at www.sec.gov. There may be additional risks about which the Company is presently unaware or that the Company currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. The reader should not place undue reliance on forward-looking statements, which speak only as of the date they are made. The Company anticipates that subsequent events and developments will cause its assessments to change. However, while the Company may elect to update these forward-looking statements at some point in the future, it expressly disclaims any duty to update these forward-looking statements, except as otherwise required by law.

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