
**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): April 12, 2023

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 Office)

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 each 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 April 12, 2023, ProFrac Holding Corp., a Delaware corporation (“ProFrac”), issued a press release containing a letter to the Company’s shareholders from the Wilks family, the Company’s principal shareholders.

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 hereto as Exhibit 99.1, 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 12, 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.

April 12, 2023

PROFRAC HOLDING CORP.

By: /s/ Lance Turner

Name: Lance Turner

Title: Chief Financial Officer

The Wilks Family released the following open letter to shareholders of ProFrac Holdings Corp.

Cisco, Texas – April 12, 2023 — The Wilks Family, the largest shareholder of ProFrac Holdings Corp. ([NASDAQ: ACDC](#)), today sent an open letter to shareholders:

The full text of the letter is set out below.

April 12, 2023

Dear Fellow Shareholders,

In 2016, we formed ProFrac with the vision of creating a pressure pumping business capable of delivering best-in-class service quality and consistent profitability through business and economic cycles. We believe the opportunity for ProFrac is the best we have seen in any of our experiences in the oil and gas industry. By positioning it to consolidate the profit margin capable of being earned across the entire pressure pumping value chain, ProFrac has the opportunity to fully participate in the value embedded in the frac value chain. Our approach to the business is differentiated, and is already becoming evident in results.

ProFrac has quickly become the industry leader in fleet profitability by building what we believe is the best equipment and vertically integrating its supply chain. As the company expands its vertical integration strategy and sells a greater share of its sand, logistics and chemicals along with its pressure pumping services, we believe ProFrac has the potential to generate in excess of \$50 million of gross profit per fleet, annually. Realizing this opportunity remains ProFrac's primary focus, and our commitment to helping ProFrac execute its strategic vision is steadfast, as evidenced by recent actions taken by the Wilks family and other insiders.

Beginning today, ProFrac will enter the next phase of its evolution as a publicly traded company. The Wilks family is pleased to announce that they, along with all other Class B shareholders, have exchanged all of their outstanding Class B common shares for Class A common shares. This exchange will streamline ProFrac's corporate structure through the elimination of the Company's Up-C structure.

This change in corporate structure not only clarifies the alignment between the interests of the Wilks family and ProFrac's other shareholders, but also serves to reduce the complexity and cost associated with maintaining the Up-C structure. Going forward, we believe ProFrac will benefit from reduced compliance and reporting costs as well as faster preparation and delivery of financial statements. Finally, with a single ownership class, we believe ProFrac's chances for index inclusion are improved, potentially broadening the universe of potential shareholders of the company.

In recent days, ProFrac insiders have further demonstrated their support for the company and conviction in the strength of the business. The Wilks family and a member of the ProFrac Board of Directors have collectively purchased 927,995 shares in the open market. We believe these share purchases, along with the corporate reorganization, illustrate our unwavering commitment to ProFrac and our goal of creating the industry's leading pressure pumping business.

As we look forward, we are excited for ProFrac to continue executing its strategic vision. The success of the company's efforts will be measured by the financial performance that it generates and the returns it delivers to shareholders. With this in mind, we are encouraging ProFrac to deliver a plan to return capital to shareholders.

We believe the best is yet to come for ProFrac and its investors, and we look forward to celebrating continued innovation, execution and performance.

"No matter what, you've got to always follow your passion in life and always keep learning." -*Harold Hamm*

Sincerely,

The Wilks Family

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