

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

1. Name and Address of Reporting Person * <u>ProFrac Holding Corp.</u>  (Last) (First) (Middle) 333 SHOPS BLVD., SUITE 301  (Street) WILLOW PARK TX 76087  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FLOTEK INDUSTRIES INC/CN/ [ FTK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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)	Price			
Common Stock	12/28/2022		P		1,500,000	A	\$1.16	1,500,000	I	By ProFrac Holdings II, LLC <sup>(1)</sup>

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
10% Convertible PIK Notes	\$0.8705	02/02/2023		C			20,000,000	03/04/2022	02/02/2023	Common Stock	25,366,561	\$0.00 <sup>(2)</sup>	0	I	By ProFrac Holdings II, LLC <sup>(1)</sup>
Warrants (right to buy) <sup>(3)</sup>	(4)	02/02/2023		C		25,366,561		02/02/2023 <sup>(5)</sup>	(5)	Common Stock	25,366,561	\$0.8705	25,366,561	I	By ProFrac Holdings II, LLC <sup>(1)</sup>

1. Name and Address of Reporting Person \*

ProFrac Holding Corp.

(Last) (First) (Middle)  
333 SHOPS BLVD., SUITE 301

(Street)  
WILLOW PARK TX 76087

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

ProFrac Holdings, LLC

(Last) (First) (Middle)  
333 SHOPS BLVD., SUITE 301

(Street)  
WILLOW PARK TX 76087

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[ProFrac Holdings II, LLC](#)

(Last) (First) (Middle)

333 SHOPS BLVD., SUITE 301

(Street)

WILLOW PARK TX 76087

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.

2. The Warrants (as defined below) were issued to ProFrac Holdings II upon maturity of the 10% Convertible PIK Notes.

3. On February 2, 2023, pursuant to a Note Purchase Agreement, the Issuer issued to ProFrac Holdings II prefunded warrants (the "Warrants") permitting ProFrac Holdings II to purchase 25,366,561 shares of the Issuer's Common Stock (the "Warrant Shares").

4. The aggregate exercise price of the Warrants, except for a nominal exercise price of \$0.0001 per Warrant Share (the "Exercise Price"), was prefunded to the Issuer by ProFrac Holdings II and, consequently, no additional consideration (other than the nominal Exercise Price) is required to be paid to the Issuer to effect any exercise of the Warrants.

5. All or any part of the Warrants are exercisable by ProFrac Holdings II at any time and from time to time on and after February 2, 2023, until the Warrants are exercised in full; provided, however, that unless the Issuer has obtained shareholder approval therefor, the number of share of the Issuer's Common Stock that may be acquired by ProFrac Holdings II upon any exercise of the Warrants shall be limited to the extent necessary to ensure that, following such exercise, the total number of shares of the Issuer's Common Stock then beneficially owned by ProFrac Holdings II and its affiliates does not exceed 19.99% of the total number of then issued and outstanding shares of the Issuer's Common Stock.

**Remarks:**

[/s/ ProFrac Holding Corp., By: /s/  
Lance Turner, Chief Financial Officer](#) [03/02/2023](#)

[/s/ ProFrac Holdings, LLC, By: /s/  
Lance Turner, Chief Financial Officer](#) [03/02/2023](#)

[/s/ ProFrac Holdings II, LLC, By:  
/s/ Lance Turner, Chief Financial Officer](#) [03/02/2023](#)

\*\* Signature of Reporting Person Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**