

Edgar Filing: NATURAL GAS SERVICES GROUP INC - Form 8-K

NATURAL GAS SERVICES GROUP INC  
Form 8-K  
October 19, 2004

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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): October 19, 2004

NATURAL GAS SERVICES GROUP, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Colorado (State or other jurisdiction of Incorporation or organization)	1-31398 (Commission File Number)	75-2811855 (IRS Employer Identification No.)
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2911 South County Road 1260 Midland, Texas (Address of Principal Executive Offices)	79706 (Zip Code)
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432-563-3974  
(Registrant's telephone number, including area code)

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Item 7.01. Regulation FD Disclosure.

Natural Gas Services Group, Inc. wishes to disclose its press release, dated October 19, 2004, relating to a Stock Purchase Agreement that it entered into with Screw Compression Systems, Inc. and the stockholders of Screw Compression Systems, Inc. Under this agreement, Natural Gas Services Group will acquire all of the outstanding capital stock of Screw Compression Systems, Inc. for \$15 million (consisting of cash, three-year promissory notes and shares of

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common stock of Natural Gas Services Group). SCS is a privately owned manufacturer of natural gas compressors headquartered in Tulsa, Oklahoma.

A copy of the press release is furnished herewith as Exhibit 99.1 and is also incorporated herein by reference.

Natural Gas Services Group, Inc. manufactures, fabricates, sells, leases and services natural gas compressors that enhance the production of oil and gas wells. Natural Gas Services Group also manufactures and sells flare systems and flare ignition systems for plant and production facilities.

The information in this report (including the exhibit) is being furnished pursuant to Item 7.01 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such a filing.

This report, including the press release, contains forward-looking statements subject to various risks and uncertainties that could cause the future plans, objectives and performance of Natural Gas Services Group to differ materially from those in the forward-looking statements. Forward-looking statements can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "subject to," "anticipate," "estimate," "continue," "future," "appears," "prospective," "designed," or other variations thereof or comparable terminology. Factors that could cause or contribute to such differences could include, but are not limited to,

- o those relating to the company's expansion strategy,
- o changes in demand for the company's products because of changes in oil and natural gas prices,
- o competition among the various providers of compression services and products,
- o changes in safety, health and environmental regulations pertaining to the production and transportation of natural gas,

2

- o changes in economic or political conditions in the markets in which the company operates,
- o introduction of competing technologies by other companies,
- o operating risks,
- o outstanding indebtedness,
- o changes in interest rates,
- o expansion and other activities of competitors,
- o changes in federal or state environmental laws and the administration of such laws, and

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- o the general condition of the economy and its effect on the securities market.

While we believe our forward-looking statements are based upon reasonable assumptions, these are factors that are difficult to predict and that are influenced by economic and other conditions beyond our control. Investors are directed to consider such risks and other uncertainties discussed in documents filed by the company with the Securities and Exchange Commission.

3

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The Exhibits listed below are furnished as part of this Current Report on Form 8-K.

Exhibit No. -----	Description -----
99.1	Press Release, dated October 19, 2004, issued by Natural Gas Services Group, Inc.

4

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.

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Wallace C. Sparkman

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Wallace C. Sparkman, President

Dated: October 19, 2004

5

EXHIBIT INDEX

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