

KEY ENERGY SERVICES INC

Form S-8 POS

December 16, 2016

As filed with the Securities and Exchange Commission on December 16, 2016

Registration No. 333-196134

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***  
**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8 REGISTRATION NO. 333-196134**

**Key Energy Services, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**04-2648081**  
**(I.R.S. Employer**  
**Identification No.)**

**1301 McKinney Street, Suite 1800, Houston, Texas**  
**(Address of Principal Executive Offices)**

**77010**  
**(Zip Code)**

**2014 Equity and Cash Incentive Plan**

**(Full Title of the Plan)**

**Katherine I. Hargis**

**Vice President, Chief Legal Officer and Secretary**

**Key Energy Services, Inc.**

**1301 McKinney Street, Suite 1800**

**Houston, TX 77010**

**(Name and Address of Agent For Service)**

**713-651-4300**

**(Telephone Number, Including Area Code, of Agent For Service)**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1, filed by Key Energy Services, Inc. (the Company), relates to Registration Statement No. 333-196134 filed by the Company with the Securities and Exchange Commission on May 21, 2014, registering 12,310,750 shares of the Company's common stock, par value \$0.10 per share (the Registration Statement).

On October 24, 2016, the Company and certain of its domestic subsidiaries (collectively, the Debtors) filed voluntary petitions for reorganization under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court), pursuant to the terms of a plan support agreement, dated August 24, 2016, by and among the Debtors and certain of their lenders and noteholders, that contemplates the reorganization of the Debtors pursuant to a prepackaged plan of reorganization. The Debtors obtained joint administration of their chapter 11 cases under the caption *In re: Key Energy Services, Inc., et al.*, Case No. 16-12306.

On December 6, 2016, the Bankruptcy Court entered an order (the Confirmation Order) confirming the prepackaged plan of reorganization as modified by the Confirmation Order (the Plan). On December 15, 2016 (the Effective Date), the Plan became effective in accordance with its terms, and the Debtors emerged from the chapter 11 cases.

As a result of the effectiveness of the Plan, the offerings under the Registration Statement have been terminated. In accordance with the undertakings made by the Company to remove from registration, by means of a post-effective amendment, any of the securities under the Registration Statement which remain unsold at the termination of the offerings, the Company hereby removes from registration all securities registered under the Registration Statement which remained unsold as of the Effective Date, if any.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 16<sup>th</sup> day of December, 2016.

Key Energy Services, Inc.

By: /s/ Katherine I. Hargis  
Katherine I. Hargis  
Vice President, Chief Legal Officer and  
Secretary

Note: No other person is required to sign this post-effective amendment to the Registration Statement on Form S-8 in reliance on Rule 478 of the Securities Act of 1933, as amended.