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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 30, 2024

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**Kodiak Gas Services, Inc.**

(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-41732  
(Commission  
File Number)

83-3013440  
(I.R.S. Employer  
Identification No.)

15320 Highway 105 W, Suite 210,  
Montgomery, Texas  
(Address of principal executive offices)

77356  
(Zip Code)

Registrant's telephone number, including area code (936) 539-3300

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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
Common Stock, par value \$0.01 per share	KGS	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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**Item 7.01. Regulation FD Disclosure.**

On January 30, 2024, Kodiak Gas Services, Inc., a Delaware corporation (the “Company”), issued a news release announcing that its wholly owned subsidiary, Kodiak Gas Services, LLC (the “Issuer”), priced its previously announced private offering of \$750 million in aggregate principal amount of 7.250% senior unsecured notes due 2029 (the “Notes”).

A copy of the news release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

Neither this Current Report on Form 8-K nor the news release constitute an offer to sell, or the solicitation of an offer to buy, the Notes.

The information under this Item 7.01, including Exhibit 99.1, to this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information under this Item 7.01, including Exhibit 99.1, to this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">News release of Kodiak Gas Services, Inc., dated January 30, 2024</a>
104	The cover page from this Current Report on Form 8-K, formatted in inline XBRL

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 30, 2024

Kodiak Gas Services, Inc.

By: /s/ Kelly M. Battle

Name: Kelly M. Battle

Title: Executive Vice President, Chief Legal Officer, Chief Compliance Officer  
and Secretary



### **Kodiak Gas Services Announces Pricing of \$750 Million Senior Unsecured Notes Offering**

MONTGOMERY, Texas, January 30, 2024 — Kodiak Gas Services, Inc. (NYSE: KGS) (“Kodiak”, “we” or the “Company”) today announced that its wholly owned subsidiary, Kodiak Gas Services, LLC (the “Issuer”), priced its previously announced private offering (the “Offering”) of \$750 million in aggregate principal amount of 7.250% senior unsecured notes due 2029 (the “Notes”). The Notes will have a maturity date of February 15, 2029. The Offering is expected to close on February 2, 2024, subject to customary closing conditions. The Notes will be issued at par and will be guaranteed on a senior unsecured basis by the Company, its existing subsidiaries and certain of its future U.S. subsidiaries that guarantee the Issuer’s revolving asset-based loan credit facility (the “ABL Facility”).

The Issuer intends to use the net proceeds from the Offering to repay a portion of the outstanding indebtedness under the ABL Facility and to pay related fees, costs, premiums and expenses in connection therewith and with the closing of the Company’s previously announced acquisition of CSI Compresso LP (the “CSI Acquisition”). In connection with closing of the CSI Acquisition, the Company intends, using proceeds from additional draws on the ABL Facility, to repay, terminate and/or redeem all of CSI’s existing long-term indebtedness.

The Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or under any state or other securities laws and may not be offered or sold within the United States, or to or for the account or benefit of any U.S. person, absent registration or an applicable exemption from registration requirements. The Notes are being offered only to persons who are either reasonably believed to be “qualified institutional buyers” under Rule 144A or who are non-“U.S. persons” under Regulation S as defined under applicable securities laws.

This news release does not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This news release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

#### **About Kodiak**

KGS is one of the largest contract compression services providers in the continental United States with a fleet of over 3.2 million horsepower. Kodiak focuses on providing contract compression services to oil and gas producers and midstream customers in high-volume gas gathering systems, processing facilities, multi-well gas lift applications and natural gas transmission systems.

#### **Cautionary Note Regarding Forward-Looking Statements**

This news release contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Forward-looking statements contained herein include statements we make regarding the closing of the Offering and the expected use of proceeds therefrom. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. A list and description of risks, uncertainties and other factors can be found in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of our final prospectus filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 30, 2023 pursuant to Rule 424(b)(4) and in Part I, Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Part II, Item 1A. “Risk Factors” sections of our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2023 and filed with the

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SEC on November 9, 2023. Any forward-looking statement made by us in this news release is based only on information currently available to us and speaks only as of the date on which it is made. Except as may be required by applicable law, we undertake no obligation to publicly update any forward-looking statement whether as a result of new information, future developments or otherwise.

**Contacts:**

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