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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): August 11, 2025

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**Kodiak Gas Services, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-41732**  
(Commission  
File Number)

**83-3013440**  
(IRS Employer  
Identification No.)

**9950 Woodloch Forest Dr., 19th Floor, The Woodlands, Texas**  
(Address of principal executive offices)

**77380**  
(Zip Code)

**(936) 539-3300**  
(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
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company ☒ x

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. ☐ o

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**Item 8.01 Other Events.**

On August 11, 2025, Kodiak Gas Services, Inc. (the “Company”) issued a press release announcing that it entered into a stock repurchase agreement with Frontier TopCo Partnership, L.P. (the “Selling Stockholder”), pursuant to which the Company agreed to repurchase 1,508,750 shares of its common stock, par value \$0.01 per share, at a price of \$33.14 per share, for a total purchase price of \$50 million (the “Repurchase”). The stock repurchase agreement contains customary representations and warranties and the Repurchase is expected to close on August 12, 2025.

A copy of the press release is attached hereto as Exhibit 99.1. The information furnished in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for 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 incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

**d) Exhibits.**

No.	Description
99.1	<a href="#">Press Release of Kodiak Gas Services, Inc. dated August 11, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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.

Kodiak Gas Services, Inc.

Date: August 11, 2025

By: /s/ Kelly M. Battle

Name: Kelly M. Battle

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

**NEWS RELEASE****Investor Contact**

Graham Sones, VP – Investor Relations

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(936) 755-3529

**Kodiak Gas Services Announces \$50 Million Share Repurchase**

THE WOODLANDS, TX — August 11, 2025 — Kodiak Gas Services, Inc. (NYSE: KGS), (“Kodiak” or the “Company”) today announced the repurchase of \$50 million of its common stock (the “Repurchase”) from Frontier TopCo Partnership, L.P., an affiliate of the funds known as EQT Infrastructure III and EQT Infrastructure IV (the “Selling Stockholder”). The Repurchase was unanimously approved by a special committee of the Company’s board of directors comprised solely of independent, disinterested directors.

“Share repurchases are an integral part of our capital allocation policy and shareholder return framework,” said Mickey McKee, Kodiak’s President and Chief Executive Officer. “We’re pleased to execute this transaction under our expanded repurchase authorization and will continue to evaluate share repurchases as a tool to increase shareholder value.”

**Repurchase Summary**

Kodiak agreed to repurchase 1,508,750 shares of its common stock, par value \$0.01 per share, for a total purchase price of \$50 million from the Selling Stockholder. The purchase price was \$33.14 per share, the closing price of Kodiak’s stock on August 11, 2025. The stock repurchase agreement contains customary representations and warranties and the Repurchase is expected to close on August 12, 2025.

After the Repurchase, the Selling Stockholder’s ownership of Kodiak’s common stock will be less than 35%.

The Repurchase was conducted pursuant to Kodiak’s existing share repurchase program. Following the Repurchase, approximately \$65 million remains available for repurchase under Kodiak’s share repurchase program.

**Stockholders’ Agreement**

The Repurchase reduced the Selling Stockholder’s beneficial ownership in the Company below 35%, triggering certain changes under the Stockholders’ Agreement, dated July 3, 2023, between the Company and the Selling Stockholder (the “Stockholders’ Agreement”). Most notably, the Selling Stockholder will now have the right to designate or nominate only one director to the Company’s board of directors and the Selling Stockholder’s approval of certain corporate actions by the Company will no longer be required.

**About Kodiak**

Kodiak is a leading contract compression services provider in the United States, serving as a critical link in the infrastructure that enables the safe and reliable production and transportation of natural gas and oil. Headquartered in The Woodlands, Texas, Kodiak provides contract compression and related 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.

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

This press release includes “forward-looking statements” for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are statements other than statements of historical fact. Forward-looking statements can be identified by words such as: “anticipate,” “intend,” “plan,” “goal,” “seek,” “believe,” “project,” “estimate,” “expect,” “strategy,” “future,” “likely,” “may,” “should,” “will” and similar references to future periods. They include statements regarding the Repurchase and the Stockholders’ Agreement. Although Kodiak believes the expectations and forecasts reflected in the forward-looking statements are reasonable, Kodiak can give no assurance they will prove to have been correct. They can be affected by inaccurate or changed assumptions or by known or unknown risks and uncertainties. Important risks, assumptions and other important factors that could cause future results to differ materially from those expressed in the forward-looking statements are described under “Risk Factors” in Item 1A of Kodiak’s annual report on Form 10-K for the year ended December 31, 2024 and any updates to those factors set forth in Kodiak’s subsequent quarterly reports on Form 10-Q. Kodiak undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

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