

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): September 2, 2025

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 ☒

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. ☐

Item 8.01 Other Events.

On September 2, 2025, Kodiak Gas Services, Inc. (the “Company”) issued a press release announcing that its subsidiary, Kodiak Gas Services, LLC (the “Issuer”), has launched a private offering (the “Offering”) of \$500 million in aggregate principal amount of senior unsecured notes due 2033 (the “2033 Notes”) and \$500 million in aggregate principal amount of senior unsecured notes due 2035 (the “2035 Notes” and, together with the 2033 Notes, the “Notes”). 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. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Neither this Current Report on Form 8-K nor the press release constitute an offer to sell, or the solicitation of an offer to buy, the Notes and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In connection with the Offering, the Company intends to enter into a fourth amendment (the “Fourth Amendment”) to the Company’s Fourth Amended and Restated Credit Agreement with the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (as amended or restated from time to time, the “ABL Credit Agreement” or “ABL Facility”) substantially concurrently with the consummation of the Offering. The Fourth Amendment will, among other things, (a) reduce the Company’s borrowing costs by decreasing the pricing grid therein, (b) reduce the commitments under the ABL Facility to \$2.0 billion, (c) extend the maturity date to September 5, 2030, subject to a springing maturity 91 days prior to the scheduled maturity date of the Company’s 7.25% senior notes due 2029 and (d) provide for a Leverage Ratio (as defined in the ABL Credit Agreement) covenant step-up for a certain period following a material acquisition. The Fourth Amendment will become effective upon the satisfaction of customary conditions and the closing of the Offering.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits.

No.	Description
99.1	Press release of Kodiak Gas Services, Inc., dated September 2, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: September 2, 2025

By: /s/ Kelly M. Battle

Name: Kelly M. Battle

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



Kodiak Gas Services Announces Launch of \$1 Billion Senior Unsecured Notes Offering

THE WOODLANDS, Texas, September 2, 2025 — Kodiak Gas Services, Inc. (NYSE: KGS) (“Kodiak” or the “Company”) today announced that its subsidiary, Kodiak Gas Services, LLC (the “Issuer”) has launched a private offering (the “Offering”) of \$500 million in aggregate principal amount of senior unsecured notes due 2033 (the “2033 Notes”) and \$500 million in aggregate principal amount of senior unsecured notes due 2035 (the “2035 Notes” and, together with the 2033 Notes, the “Notes”).

The Issuer intends to use the net proceeds from the Offering to repay a portion of the outstanding indebtedness under the Issuer’s revolving asset-based loan credit facility (the “ABL Facility”). In connection with such repayment, the Company intends to enter into an amendment to the ABL Facility that will, among other things, reduce total commitments to \$2.0 billion and extend the maturity date.

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

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.

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 Offering and the expected use of proceeds therefrom. 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.

Contacts:

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