

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 28, 2026

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	New York Stock Exchange NYSE Texas, Inc.

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 28, 2026, Kodiak Gas Services, Inc. (the “Company”) filed a Certificate of Elimination to its Amended and Restated Certificate of Incorporation (the “Certificate of Elimination”) with the Secretary of State of the State of Delaware eliminating from the Company’s Amended and Restated Certificate of Incorporation all matters set forth in the Certificate of Designation, dated March 28, 2024 (the “Certificate of Designation”), with respect to its Series A Preferred Stock (the “Series A Preferred Stock”).

None of the authorized shares of the Series A Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation. A copy of the Certificate of Elimination relating to the Series A Preferred Stock is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits.

No.	Description
3.1	Certificate of Elimination of Series A Preferred Stock of Kodiak Gas Services, Inc.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL 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 28, 2026

By: /s/ Jennifer Howard

Name: Jennifer Howard

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

**CERTIFICATE OF ELIMINATION
OF
SERIES A PREFERRED STOCK
OF
KODIAK GAS SERVICES, INC.**

**Pursuant to Section 151 of the
General Corporation Law of the State of Delaware**

Kodiak Gas Services, Inc., a Delaware corporation (the “*Corporation*”), hereby certifies as follows:

1. Pursuant to Section 151 of the General Corporation Law of the State of Delaware (the “*DGCL*”) and the authority conferred upon the Corporation’s Board of Directors (the “*Board*”) in accordance with the Corporation’s Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, the Board adopted the following resolutions with respect to the Corporation’s Series A Preferred Stock, which resolutions have not been amended or rescinded:

WHEREAS, effective December 18, 2023, the Board authorized the issuance of a series of 6,000,000 shares of Series A Junior Participating Preferred Stock, par value \$0.01 per share (the “*Series A Preferred Stock*”); and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation and its stockholders to eliminate the Series A Preferred Stock.

NOW, THEREFORE, BE IT RESOLVED, that none of the authorized shares of Series A Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation of Series A Preferred Stock previously filed with the Secretary of State of the State of Delaware with respect to such Series A Preferred Stock (the “**Certificate of Designation**”);

RESOLVED FURTHER, that the President and Chief Executive Officer, Chief Financial Officer, or General Counsel and Secretary of the Corporation (each, an “**Authorized Officer**”) be, and each of them individually hereby is, authorized and directed to take any and all actions as any of such Authorized Officers deem necessary and appropriate to eliminate such Series A Preferred Stock, including to execute and file, or cause to be executed and filed, a Certificate of Elimination of the Series A Preferred Stock (the “**Certificate of Elimination**”) with the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that when the Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Corporation’s Amended and Restated Certificate of Incorporation, all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock, and all of the shares that were designated as Series A Preferred Stock shall be returned to the status of authorized, unissued shares of Preferred Stock of the Corporation, without designation.

2. This Certificate of Elimination shall be effective as of September 28, 2026 (the “*Effective Date*”).
 3. In accordance with Section 151 of the DGCL, as of the Effective Date, all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock, previously filed with the Secretary of State of the State of Delaware on March 28, 2024, are hereby eliminated.
-

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly Authorized Officer this 28th day of September, 2026.

KODIAK GAS SERVICES, INC.

By:	<u>/s/ Jennifer Howard</u>
Name:	Jennifer Howard
Title:	Executive Vice President, General Counsel