

**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): December 6, 2004

NATURAL GAS SERVICES GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Colorado
(State or other jurisdiction
of Incorporation or organization)

1-31398
(Commission File
Number)

75-2811855
(IRS Employer
Identification No.)

2911 South County Road 1260 Midland, Texas
(Address of Principal Executive Offices)

79706
(Zip Code)

432-563-3974
(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 (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))

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Item 1.01. Entry into a Material Definitive Agreement.

As we reported in our Current Report on Form 8-K dated October 18, 2004, Natural Gas Services Group, Inc. entered into a Stock Purchase Agreement on October 18, 2004 with Screw Compression Systems, Inc., or "SCS", and the stockholders of SCS. Under this agreement, Natural Gas Services Group agreed to purchase from Paul D. Hensley, Tony Vohjesus and Jim Hazlett, the "selling stockholders", all of the outstanding shares of capital stock of SCS. Closing under the agreement was originally scheduled to occur not later than December 6, 2004.

On December 6, 2004, Natural Gas Services Group, SCS, and the selling stockholders entered into Amendment No. 1 to Stock Purchase Agreement, extending the closing date under the Stock Purchase Agreement from December 6, 2004 to January 7, 2005. The remaining terms and provisions of the Stock Purchase Agreement remain in full force and effect.

On December 6, 2004, Natural Gas Services Group issued a press release regarding the Amendment.

9.01. Financial Statements and Exhibits.

(c) Exhibits

The Exhibit listed below is filed as part of this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amendment No. 1 to Stock Purchase Agreement, dated December 6, 2004, by and among Natural Gas Services Group, Inc., Screw Compression Systems, Inc., Paul D. Hensley, Jim Hazlett and Tony Vohjesus
99.1	Press Release, dated December 6, 2004

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.

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Wallace C. Sparkman
Wallace C. Sparkman, President

Dated: December 6, 2004

EXHIBIT INDEX

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AMENDMENT NO. 1 TO STOCK PURCHASE AGREEMENT

This Amendment (this "Amendment") No. 1 to Stock Purchase Agreement is made as of December 6, 2004, by and among Natural Gas Services Group, Inc., a Colorado corporation ("Buyer"), Screw Compression Systems, Inc., a Texas corporation (the "Company"), and Paul D. Hensley, Tony Vohjesus and Jim Hazlett (collectively, the "Sellers").

RECITALS

WHEREAS, Buyer, the Company and the Sellers have entered into the Stock Purchase Agreement dated as of October 18, 2004 (the "Agreement"); and

WHEREAS, Buyer, the Company and the Sellers wish to amend the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the parties hereto hereby agrees as follows:

1. Capitalized Terms. Capitalized terms not defined in this Amendment shall have the same meaning given to them in the Agreement.
 2. Amendment to Agreement. Each of Buyer, the Company and the Sellers agrees to amend the Agreement as follows: The definition of Closing Date in Section 1.1 is amended to replace "December 6, 2004" with "January 7, 2005".
 3. Remainder of Agreement Not Affected. **Except as set forth in Paragraph 2 of this Amendment, the remaining terms and provisions of the Agreement remain in full force and effect and are hereby ratified and confirmed.**
 4. Authority. Each party represents that such party has full corporate or other power and authority to enter into this Amendment, and that this Amendment constitutes a legal, valid and binding obligation of such party, enforceable against such party in accordance with its terms.
 5. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
 6. Governing Law. This Amendment shall be governed by and construed and enforced in accordance with the provisions of Section 12.6 of the Agreement.
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IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first written above.

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Wallace C. Sparkman
Wallace C. Sparkman, President

SCREW COMPRESSION SYSTEMS, INC.

By: /s/ Paul D. Hensley
Paul D. Hensley, President

/s/ Paul D. Hensley
Paul D. Hensley, individually

/s/ Tony Vohjesus
Tony Vohjesus, individually

/s/ Jim Hazlett
Jim Hazlett, individually



FOR IMMEDIATE RELEASE

December 6, 2004

For More Information, Contact:
Wallace Sparkman, President & CEO
800-580-1828
Jim Drewitz, Investor Relations
972-355-6070

**NATURAL GAS SERVICES GROUP, INC. ENTERS INTO
AMENDMENT TO EXTEND CLOSING DATE TO JANUARY 7, 2005
ON SCREW COMPRESSION SYSTEMS, INC.**

MIDLAND, TEXAS, December 6 2004 – Natural Gas Services Group, Inc. (AMEX:NGS), a leading equipment and services provider to the oil and natural gas industry, announces it has entered into an amendment to the Stock Purchase Agreement with the stockholders of Screw Compression Systems, Inc., extending the closing date from December 6, 2004 to January 7, 2005. The remaining terms and provisions of the Stock Purchase Agreement remain in effect.

About Natural Gas Services Group, Inc.

NGS manufactures, fabricates, sells, leases and services natural gas compressors that enhance the production of oil and gas wells. The Company also manufactures and sells flare systems and flare ignition systems for plant and production facilities.

For more information visit the Company's website at www.ngsgi.com.

This release contains forward-looking statements subject to various risks and uncertainties that could cause the company's future plans, objectives and performance to differ materially from those in the forward-looking statements. Forward-looking statements can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "subject to," "anticipate," "estimate," "continue," "future," "appears," "prospective," "designed," or other variations thereof or comparable terminology. Factors that could cause or contribute to such differences could include, but are not limited to, those relating to the company's expansion strategy, changes in demand for the company's products because of changes in oil and natural gas prices, competition among the various providers of compression services and products, changes in safety, health and environmental regulations pertaining to the production and transportation of natural gas, changes in economic or political conditions in the markets in which the company operates, introduction of competing technologies by other companies, operating risks, outstanding indebtedness, changes in interest rates, expansion and other activities of competitors, changes in federal or state environmental laws and the administration of such laws, and the general condition of the economy and its effect on the securities market. While we believe our forward-looking statements are based upon reasonable assumptions, these are factors that are difficult to predict and that are influenced by economic and other conditions beyond our control. Investors are directed to consider such risks and other uncertainties discussed in documents filed by the company with the Securities and Exchange Commission.

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