

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

FORM 10-QSB/A

(X) QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2002

OR

( ) TRANSITION REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-31398

NATURAL GAS SERVICES GROUP, INC.  
(Exact name of small business issuer as specified in its charter)

Colorado  
(State or other jurisdiction of  
incorporation or organization)

75-2811855  
(I.R.S. Employer  
Identification No.)

2911 SCR 1260  
Midland, Texas 79706  
(Address of principal executive offices)

(915) 563-3974  
(Issuer's Telephone number)

N/A

(Former name, former address and former fiscal year,  
if changed since last report)

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be  
filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of  
securities under a plan confirmed by a court.

Yes No  
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APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common  
equity, as of the latest practicable date.

Class Outstanding at  
October 31, 2002

Common Stock, \$.001 par value 4,857,632

Transitional Small Business Disclosure Format (Check one): Yes No X  
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NATURAL GAS SERVICES GROUP, INC.

Commission File Number: 1-31398

Quarter Ended September 30, 2002

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NATURAL GAS SERVICES GROUP, INC.

Commission File Number: 1-31398  
Quarter Ended September 30, 2002  
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PART II - OTHER INFORMATION

Item 2. Changes in Securities

(d) On October 21, 2002, our Registration Statement (File No. 333-88314) was declared effective. The offering closed on October 24, 2002, after the sale of 1,500,000 shares of our common stock and warrants to purchase 1,500,000 shares of our common stock. The representative of the underwriters for our offering was Neidiger, Tucker, Bruner, Inc.

Not including shares of common stock and warrants underlying the underwriters' over-allotment option and shares of common stock and warrants underlying options that were to be issued to the representative of the underwriters, we registered 1,650,000 shares of our common stock for sale at a maximum offering price of \$5.75 per share for an aggregate amount of \$9,487,500 and warrants to purchase 1,650,000 shares of our common stock for sale at a maximum offering price of \$0.25 per warrant for an aggregate amount of \$412,500. We also registered 1,650,000 shares of our common stock for sale upon exercise of the warrants at a maximum offering price of \$7.1875 per share for an aggregate of \$11,859,375.

We also registered 247,500 shares of our common stock for sale at a maximum offering price of \$5.75 per share for an aggregate amount of \$1,423,125 and warrants to purchase 247,500 shares of our common stock for sale at a maximum offering price of \$0.25 per warrant for an aggregate amount of \$61,875 that were issuable upon exercise of the underwriter's over-allotment option. We also registered 247,500 shares of our common stock for sale upon exercise of the warrants included in the underwriter's over-allotment option for sale at a maximum offering price of \$7.1875 per share for an aggregate of \$1,778,906.

In addition, as part of the offering, we also registered 165,000 shares of our common stock, warrants to purchase 165,000 shares of our common stock and 165,000 shares of our common stock underlying the options to be issued to the representative of the underwriters.

Subsequent to the effective time of the Registration Statement, we and Neidiger, Tucker, Bruner, Inc. agreed to reduce the primary offering to 1,500,000 shares of common stock which were sold at \$5.00 per share for an aggregate amount of \$7,500,000 and warrants to purchase 1,500,000 shares of our common stock which warrants were sold for \$0.25 per warrant for an aggregate amount of \$375,000.

When we and Neidiger, Tucker, Bruner, Inc. agreed to reduce the primary offering, the number of shares of our common stock and the number of warrants (including the underlying shares of common stock) underlying the underwriter's over-allotment option was reduced to 225,000 and the prices of each were reduced to the prices set forth above. To date, the underwriters have not exercised their over-allotment option.

As a result of the reduction in the primary offering, the representative of the underwriters received options to purchase 150,000 shares of our common stock and warrants to purchase 150,000 shares of our common stock at prices of \$6.25 and \$0.3125, respectively. The representative's warrants included in the representative's options are exercisable at \$7.8125 per share.

We have incurred an aggregate of approximately \$1,020,226 of expenses in connection with the offering, including underwriting discounts (\$708,750), expenses paid to or for the underwriter (\$157,500), and other expenses of the offering (\$153,976). Such amounts were not paid directly or indirectly to the directors, the officers or to persons owning 10% or more of any class of our equity securities or to our affiliates. Rather, such payments were to others. After deducting the total expenses, we received net offering proceeds of approximately \$6,854,774. Through November 12, 2003, the net offering proceeds have been used for:

- o \$3,452,464 million to reduce indebtedness;
- o \$472,282 for the manufacture of gas compressors to be placed in our rental fleet and leased over the next one to two years; and
- o \$2,930,028 in temporary investments.

None of the net offering proceeds were used to make payments to the directors, the officers or to persons owning 10% or more of any class of our equity securities or to any affiliates. Rather such payments were to others.

Our uses of the net proceeds do not represent a material change in the use of proceeds described in our prospectus.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

- 99.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
- 99.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

(b) Reports on Form 8-K

None.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Wayne L. Vinson

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Wayne L. Vinson  
President and Chief Executive  
Officer

By: /s/ Earl R. Wait

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Earl R. Wait  
Chief Financial Officer  
and Treasurer

December 2, 2002

NATURAL GAS SERVICES GROUP, INC.

CERTIFICATION

I, Wayne L. Vinson, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Natural Gas Services Group, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 2, 2002

/s/ Wayne L. Vinson

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Wayne L. Vinson  
Title: Chief Executive Officer

NATURAL GAS SERVICES GROUP, INC.

CERTIFICATION

I, Earl R. Wait, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Natural Gas Services Group, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 2, 2002

/s/ Earl R. Wait

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Earl R. Wait  
Title: Chief Financial Officer

EXHIBIT INDEX

- Exhibit 99.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C.  
Section 1350
- Exhibit 99.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C.  
Section 1350

CERTIFICATION PURSUANT TO  
18 U.S.C. ss.1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Natural Gas Services Group, Inc. (the "Company") on Form 10-QSB for the period ended September 30, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Wayne L. Vinson, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Wayne L. Vinson

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Wayne L. Vinson  
Chief Executive Officer

December 2, 2002



CERTIFICATION PURSUANT TO  
18 U.S.C. ss.1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Natural Gas Services Group, Inc. (the "Company") on Form 10-QSB for the period ended September 30, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Earl R. Wait, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Earl R. Wait

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Earl R. Wait  
Chief Financial Officer

December 2, 2002