

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

Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NATURAL GAS SERVICES GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Colorado
(State or Other Jurisdiction
of Incorporation or Organization)

5333
(Primary Standard Industrial
Classification Code Number)

75-2811855
(I.R.S. Employer
Identification Number)

2911 South County Road 1260
Midland, Texas 79706
(432) 563-3974

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Stephen C. Taylor
2911 South County Road 1260
Midland, Texas 79706
(432) 563-3974

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy of all communications to:

Thomas W. Ortloff
Lynch, Chappell & Alsup, P.C.
300 N. Marienfeld, Suite 700
Midland, Texas 79701
(432) 683-3351

Charles H. Still, Jr.
Bracewell & Giuliani LLP
711 Louisiana Street, Suite 2300
Houston, Texas 77002
(713) 223-2300

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-130879

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, .01 par value	538,200 shares	\$17.50	\$9,418,500	\$1,008.00

EXPLANATORY NOTE

This Registration Statement is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (Registration No. 333-130879) filed by Natural Gas Services Group, Inc. with the Securities and Exchange Commission on January 6, 2006, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on February 16, 2006, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Texas, on March 2, 2006.

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Stephen C. Taylor

Stephen C. Taylor, Chairman of the Board,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen C. Taylor</u> Stephen C. Taylor	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 2, 2006
<u>/s/ Charles G. Curtis*</u> Charles G. Curtis	Director	March 2, 2006
<u>/s/ Paul D. Hensley*</u> Paul D. Hensley	Director	March 2, 2006
<u>/s/ William F. Hughes, Jr.*</u> William F. Hughes, Jr.	Director	March 2, 2006
<u>/s/ Gene A. Strasheim*</u> Gene A. Strasheim	Director	March 2, 2006
<u>/s/ Richard L. Yadon*</u> Richard L. Yadon	Director	March 2, 2006
<u>/s/ Earl R. Wait*</u> Earl R. Wait	Vice President — Accounting and Treasurer (Principal Accounting and Principal Financial Officer)	March 2, 2006
*By: <u>/s/ Stephen C. Taylor</u> Stephen C. Taylor <i>as Attorney-in-Fact</i>		

EXHIBIT INDEX

Exhibit No.	Description
5	Opinion of Jackson Kelly PLLC
23.1	Consent of Jackson Kelly PLLC (contained in Exhibit 5)
23.2	Consent of Hein & Associates LLP

JACKSON KELLY PLLC
1099 18th Street, Suite 2150
Denver, Colorado 80202
Telephone (303) 390-0003
Telecopier (303) 390-0177

March 2, 2006

Natural Gas Services Group, Inc.
2911 South County Road 1260
Midland, Texas 79706

Re: Registration Statement on Form S-1

Gentlemen:

We have acted as special counsel in the State of Colorado to Natural Gas Services Group, Inc., a Colorado corporation (the "Company"), and in this capacity we have been requested to provide the Company with a legal opinion ("Opinion") in connection with the filing with the Securities and Exchange Commission (the "Commission"), of a Registration Statement on Form S-1 (the "Registration Statement") pursuant to Rule 462(b) under the Securities Act of 1933 as amended (the "Securities Act") relating to the proposed issuance and offering by the Company of up to 538,200 shares of common stock of the Company (the "Shares"). The Company has previously filed a Registration Statement on Form S-1 (Registration No. 333-130879) relating to 2,739,300 shares of common stock of the Company.

In rendering our Opinion, we have examined such agreements, documents, instruments and records as we deemed necessary or appropriate under the circumstances for us to express our Opinion, including, without limitation, the Articles of Incorporation and Bylaws, as restated or amended, of the Company; resolutions adopted by the Board of Directors of the Company authorizing and approving the issuance of the Shares and the preparation and filing of the Registration Statement; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we deemed relevant. In making all of our examinations, we have specifically relied upon the information and documentation provided to us by the Company to be accurate and complete, and we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, and the due execution and the delivery of all documents by all persons other than the Company where due execution and delivery by such persons or entities is a prerequisite to the effectiveness of such documents. We have not independently verified or investigated, nor do we assume any responsibility for, the factual accuracy or completeness of any such documents.

Based upon the foregoing, and subject to the assumptions and limitations set forth herein, and having regard for such legal considerations as we deemed relevant, we are of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Colorado.
2. Once (i) the Registration Statement has become effective under the Securities Act; (ii) the Shares have been issued in the manner contemplated by and as authorized by the Company's Board of Directors and as contemplated in the Registration Statement (Registration No. 333-130879); and (iii) the Company has received the consideration in the manner described in the Registration Statement (Registration No. 333-130879), the Shares will be validly issued, fully paid and non-assessable.

Our opinion is based on the Colorado Business Corporation Act as of the date hereof. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction. It is understood that this Opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

We hereby consent to the filing of this Opinion as an exhibit to the Registration Statement and to the reference to this firm under the heading "Legal Matters" in the Prospectus forming a part of the Registration Statement. In giving our consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Jackson Kelly PLLC

JACKSON KELLY, PLLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement of Natural Gas Services Group, Inc. on Form S-1 of our report dated February 11, 2005, relating to the consolidated balance sheet of Natural Gas Services Group, Inc. for the year ended December 31, 2004 and the related consolidated statements of income, stockholders' equity and cash flows for the years ended December 31, 2003 and 2004; our report dated February 13, 2004 relating to the consolidated balance sheet of Natural Gas Services Group, Inc. for the year ended December 31, 2003 and the related consolidated statements of income, stockholders' equity and cash flows for the years ended December 31, 2002 and 2003; and our report dated November 4, 2005 relating to the consolidated balance sheet of Screw Compression Systems, Inc. for the year ended December 31, 2004 and the related consolidated statements of income, stockholders' equity and cash flows for the years ended December 31, 2003 and 2004, appearing in the prospectus, which is part of this Registration Statement.

We also consent to the reference to our Firm under the caption "Experts" in such prospectus.

/s/ Hein & Associates LLP

Dallas, Texas
March 1, 2006