

**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): August 1, 2024

NATURAL GAS SERVICES GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Colorado
(State or Other Jurisdiction
of Incorporation)

1-31398

75-2811855

(Commission File Number)

(IRS Employer Identification No.)

**404 Veterans Airpark Lane, Suite 300
Midland, TX 79705**

(Address of Principal Executive Offices)

(432) 262-2700

(Registrant's Telephone Number, Including Area Code)

N/A

(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 (*see* General Instruction A.2. below):

- 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)).

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, Par Value \$0.01	NGS	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers

Retirement of James Hazlett

This report is being filed by Natural Gas Services Group, Inc. Effective August 1, 2024, James Hazlett retired as our Chief Technical Officer and separated his employment from the Company. To secure Mr. Hazlett's services through a transition period, we have entered into a consulting agreement with Mr. Hazlett under which he will provide certain transitional services for up to 19 months following his retirement. The consulting agreement provides for cash compensation as well as change to the vesting terms of a portion of outstanding equity awards held by Mr. Hazlett to correspond with the term of the consulting agreement.

Item 8.01 Other Events

On August 1, 2024, we issued a press release announcing Mr. Hazlett's retirement. A copy of our August 1, 2024 press release is filed herewith as Exhibit 99.1 and is hereby incorporated by reference.

The press release filed herewith as Exhibit 99.1 is being furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are included with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Press Release dated August 1, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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, thereunto duly authorized.

Dated: August 1, 2024 NATURAL GAS SERVICES GROUP, INC.

By: /s/ Justin C. Jacobs

Name: Justin C. Jacobs

Title: Chief Executive Officer

FOR IMMEDIATE RELEASE

August 1, 2024

NEWS

NYSE: NGS

Exhibit 99



Natural Gas Services Group, Inc., Announces Retirement of James Hazlett as Vice President and Chief Technical Officer

MIDLAND, Texas August 1, 2024- Natural Gas Services Group, Inc. (NYSE: NGS), a leading provider of gas compression equipment, technology, and services to the energy industry, announced today that James Hazlett, who served as Chief Technology Officer of the Company and worked with Natural Gas Services Group since 2005, has officially retired.

“I would like to personally thank Jim for his two decades of dedicated service to Natural Gas Services Group,” said Steve Taylor, Chairman of the Company. “He was a driving force in our technical success and his contributions are still felt throughout the company. He built a strong team in the process, one that will continue to drive technology innovation for the Company and our customers. I wish Jim nothing but continued success as he moves on, while still providing value to the Company.”

Mr. Hazlett retired as Vice President and Chief Technical Officer effective August 1, 2024, and separated his employment from the Company. To secure Mr. Hazlett’s services through a transition period, the Company has entered into a consulting agreement with Mr. Hazlett under which he will provide certain transitional services for up to 19 months following his retirement. The consulting agreement provides for cash compensation as well as a change to the vesting terms of a portion of outstanding equity awards held by Mr. Hazlett to correspond with the term of the consulting agreement.

“Jim has been a great source of knowledge and wisdom during my transition into the CEO position, and I sincerely appreciate everything he has done for the Company including working with us to plan his retirement,” said Justin Jacobs, CEO of the Company. “I think it would be difficult to find anyone who knows more about compression units or matches his passion for the compression industry. Everyone at the Company looks forward to working with Jim as a consultant during his retirement.”

In anticipation of Mr. Hazlett’s potential retirement, the Company had divided and transitioned responsibilities over the past several months. As such, Mr. Hazlett’s responsibilities among operations, sales, and technical services have been divided between Brian Tucker, President and COO, and John Rowell, Vice President, Technical. The Company expects a seamless transition given the continuity in its operations and processes.

“I would like to thank the entire team at the Company for all of the wonderful experiences over the past several decades. I have had the opportunity to build some great machinery and work with amazingly talented people, both employees and customers. As a significant shareholder, I’m proud of our significant growth and confident in the direction and trajectory of the Company.”

About Natural Gas Services Group, Inc.

Natural Gas Services Group is a leading provider of natural gas compression equipment, technology and services to the energy industry. The Company designs, rents, sells and maintains natural gas compressors for oil and natural gas production and plant facilities, primarily using equipment from third-party fabricators and OEM suppliers along with limited in-house assembly. The Company is headquartered in Midland, Texas, with a fabrication facility located in Tulsa, Oklahoma, a rebuild shop located in Midland, Texas, and service facilities located in major oil and natural gas producing basins in the U.S. Additional information can be found at www.ngsgi.com.

Cautionary Statements

This news release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that do not relate strictly to historical or current facts, including those relating to the transition of responsibilities of the Company's Chief Technical Officer, are forward-looking and are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed in such forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company does not intend to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

For Additional Information:

Anna Delgado-Investor Relations
(432) 262-2700
ir@ngsgi.com
www.ngsgi.com