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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Natural Gas Services Group, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

63886Q109
(CUSIP Number)

Mill Road Capital III, L.P.
Attn: Thomas E. Lynch
328 Pemberwick Road
Greenwich, CT 06831
203-987-3500

With a copy to:

Peter M. Rosenblum, Esq.
Foley Hoag LLP
155 Seaport Blvd.
Boston, MA 02210
617-832-1151

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 11, 2024
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons. Mill Road Capital III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 792,799
	8.	Shared Voting Power
	9.	Sole Dispositive Power 792,799
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 792,799	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 6.4%	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons Mill Road Capital III GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 792,799
	8.	Shared Voting Power
	9.	Sole Dispositive Power 792,799
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 792,799	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 6.4%	
14.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons. Thomas E. Lynch	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
	8.	Shared Voting Power 792,799
	9.	Sole Dispositive Power
	10.	Shared Dispositive Power 792,799
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 792,799	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 6.4%	
14.	Type of Reporting Person (See Instructions) HC; IN	

This Amendment No. 5 to the joint statement on Schedule 13D with respect to the common stock, par value \$0.01 per share (the “**Common Stock**”), of Natural Gas Services Group, Inc., a Colorado corporation (the “**Issuer**”), filed by Mill Road Capital III, L.P., a Cayman Islands exempted limited partnership (the “**Fund**”), Mill Road Capital III GP LLC, a Cayman Islands limited liability company and the sole general partner of the Fund (the “**GP**”), and Thomas E. Lynch (together with the Fund and the GP, the “**Reporting Persons**”) on January 4, 2021, as amended by Amendment No. 1 filed by the Reporting Persons on December 23, 2022, as amended by Amendment No. 2 filed by the Reporting Persons on March 10, 2023, as amended by Amendment No. 3 filed by the Reporting Persons on May 2, 2023, and as amended by Amendment No. 4 filed by the Reporting Persons on November 25, 2024 (such joint statement, as so amended and as amended herein, the “**Schedule 13D**”), amends the Schedule 13D as follows:

1. Item 3 of the Schedule 13D shall hereby be amended and restated in its entirety as follows:

The Reporting Persons acquired beneficial ownership of an aggregate of 792,799 shares of Common Stock for \$7,876,995.05 using working capital from the Fund and the proceeds of margin loans under margin loan facilities maintained in the ordinary course of business by the Fund with a broker on customary terms and conditions. The purchase price of shares acquired pursuant to the assignment of standard American-style, exchange-traded put options (“**Put Options**”) is not reduced by the premium received by the Reporting Persons upon sale of the Put Options.

2. Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D shall hereby be amended and restated in full as follows:

(a, b) The percentages of beneficial ownership reported in this Item 5, and on each Reporting Person’s cover page to this Schedule 13D, are based on a total of 12,474,020 shares of the Common Stock issued and outstanding as of November 8, 2024, as reported in the most recent quarterly report of the Issuer on Form 10-Q for the fiscal quarter ended September 30, 2024. All of the share numbers reported below, and on each Reporting Person’s cover page to this Schedule 13D, are as of December 13, 2024, unless otherwise indicated. The cover page to this Schedule 13D for each Reporting Person is incorporated by reference in its entirety into this Item 5(a, b).

The Fund directly holds, and thus has sole voting and dispositive power over, 792,799 shares of Common Stock. The GP, as sole general partner of the Fund, also has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares of Common Stock on behalf of the Fund, and Mr. Lynch has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Accordingly, each of the Reporting Persons beneficially owns 792,799 shares of Common Stock, or approximately 6.4% of the outstanding shares of Common Stock, and the Reporting Persons beneficially own, in the aggregate, 792,799 shares of Common Stock, or approximately 6.4% of the outstanding shares of Common Stock. Neither of Messrs. Petito nor Yanagi has beneficial ownership of any shares of Common Stock.

(c) Except as otherwise described in this Schedule 13D, no Reporting Person, other than the Fund as set forth in the table below, effected any transaction in shares of Common Stock during the period (the “**Reporting Period**”) from November 25, 2024 (the date on which Amendment No. 4 to the Schedule 13D was filed) to December 13, 2024:

<u>Date of Sale</u>	<u>Shares Sold (#)</u>	<u>Sale Price per Share (\$)</u>
11/26/2024	2,066	\$ 28.0267
11/27/2024	6,836	\$ 28.0758
12/02/2024	5,500	\$ 28.0211
12/03/2024	322	\$ 28.0000
12/11/2024	22,285	\$ 27.8061

The above listed transactions were conducted in the ordinary course of business on the open market for cash, and the sale prices do not reflect brokerage commissions paid.

In addition, during the Reporting Period, the Fund sold the standard American-style, exchange-traded call options described in Item 6, which is incorporated by reference into this Item 5(c).

3. The first paragraph and following table of Item 6 of the Schedule 13D shall hereby be amended and restated in full as follows:

The table below lists the standard American-style, exchange-traded call options (“**Call Options**”) sold by the Fund during the Reporting Period, all of which are outstanding as of December 13, 2024. Each of the below listed transactions was conducted in the ordinary course of business on the open market for cash, and the sale prices do not reflect brokerage commissions paid.

<u>Date of Sale</u>	<u>Value per Underlying Share at which Call Options were Sold (\$)</u>	<u>Shares Underlying Call Options (100s)</u>	<u>Call Options' Strike Price per Share (\$)</u>	<u>Call Options' Expiration Date</u>
11/26/2024	\$ 1.0000	189	\$ 30.00	01/17/2025
11/26/2024	\$ 1.3598	102	\$ 27.50	12/20/2024
11/27/2024	\$ 1.5000	99	\$ 27.50	12/20/2024
12/02/2024	\$ 1.4000	77	\$ 27.50	12/20/2024
12/11/2024	\$ 0.7168	475	\$ 27.50	12/20/2024

4. Except as expressly modified hereby, all provisions of the Schedule 13D shall continue in full force and effect.

[signature page follows]

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: December 13, 2024

MILL ROAD CAPITAL III, L.P.

By: Mill Road Capital III GP LLC, its General Partner

By: /s/ Deven Petito
Deven Petito
Management Committee Director

MILL ROAD CAPITAL III GP LLC

By: /s/ Deven Petito
Deven Petito
Management Committee Director

THOMAS E. LYNCH

/s/ Deven Petito
Deven Petito, attorney-in-fact