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SCHEDULE 13D

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934**

(Amendment No. 2)

Natural Gas Services Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

63886Q109

(CUSIP Number)

Hoak Public Equities, L.P.  
3963 Maple Avenue, Suite 450  
Dallas, Texas 75219

(214) 855-2284

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

December 29, 2022

(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 Rule 13d-1(e), 13d-1(f) or 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* Rule 13d-7 for other parties to whom copies are to be 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).

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1	NAME OF REPORTING PERSONS  Hoak Public Equities, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,150,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 1,150,000
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,150,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.2563%*	
14	TYPE OF REPORTING PERSON  PN	

\*This calculation is based on 12,424,026 shares of Common Stock of the Issuer outstanding as of November 7, 2022, as disclosed on the Issuer's Form 10-Q filed with the SEC on November 14, 2022.

1	NAME OF REPORTING PERSONS  Hoak Fund Management, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,150,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 1,150,000
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,150,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.2563%*	
14	TYPE OF REPORTING PERSON  PN	

\*This calculation is based on 12,424,026 shares of Common Stock of the Issuer outstanding as of November 7, 2022, as disclosed on the Issuer's Form 10-Q filed with the SEC on November 14, 2022.

1	NAME OF REPORTING PERSONS Hoak & Co.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,150,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 1,150,000
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,150,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.2563%*	
14	TYPE OF REPORTING PERSON CO	

\*This calculation is based on 12,424,026 shares of Common Stock of the Issuer outstanding as of November 7, 2022, as disclosed on the Issuer's Form 10-Q filed with the SEC on November 14, 2022.

1	NAME OF REPORTING PERSONS  J. Hale Hoak	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,150,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 1,150,000
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,150,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.2563%*	
14	TYPE OF REPORTING PERSON  IN	

\*This calculation is based on 12,424,026 shares of Common Stock of the Issuer outstanding as of November 7, 2022, as disclosed on the Issuer's Form 10-Q filed with the SEC on November 14, 2022.

1	NAME OF REPORTING PERSONS  James M. Hoak	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,150,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 1,150,000
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,150,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.2563%*	
14	TYPE OF REPORTING PERSON  IN	

\*This calculation is based on 12,424,026 shares of Common Stock of the Issuer outstanding as of November 7, 2022, as disclosed on the Issuer's Form 10-Q filed with the SEC on November 14, 2022.

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission ("SEC") on November 28, 2022 (the "Original 13D") and Amendment No. 1 to the statement on Schedule 13D filed with the Securities and Exchange Commission on December 9, 2022, "Amendment No. 1" and together with the Original 13D and this Amendment No. 2, the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Original 13D.

This Amendment No. 2 is being filed to make amendments to the Schedule 13D as follows:

**Item 4. Purpose of the Transaction**

Item 4 is hereby amended and supplemented to add the following as the penultimate paragraph of Item 4:

"On December 29, 2022, J. Hale Hoak, on behalf of the Reporting Persons, sent a letter to the Board of Directors (the "Board") of the Issuer (the "December 29 Letter"). The December 29 Letter calls on the Board to cease any search process for a new chief executive officer and to commence a review of strategic alternatives. The foregoing description of the December 29 Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the December 29 Letter, which is attached hereto as Exhibit 99.2 and is incorporated herein by reference."

**Item 7. Material to Be Filed as Exhibits**

[99.1](#) Joint Filing Agreement dated December 29, 2022, by and among Hoak Public Equities, L.P., Hoak Fund Management, L.P., Hoak & Co., James M. Hoak and J. Hale Hoak.

[99.2](#) Letter to the Board of Directors of Natural Gas Services Group, Inc., dated December 29, 2022.

**SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: December 29, 2022

**Hoak Public Equities, L.P.**

By: Hoak Fund Management, L.P., its general partner

By: Hoak & Co., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**Hoak & Co.**

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**J. Hale Hoak**

By: /s/ J. Hale Hoak  
J. Hale Hoak

**Hoak Fund Management, L.P.**

By: Hoak & Co., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**James M. Hoak**

By: /s/ James M. Hoak  
James M. Hoak



**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D dated November 28, 2022 (including amendments thereto) with respect to the Common Stock of Natural Gas Services Group, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: December 29, 2022

**Hoak Public Equities, L.P.**

By: Hoak Fund Management, L.P., its general partner

By: Hoak & Co., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**Hoak & Co.**

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**J. Hale Hoak**

By: /s/ J. Hale Hoak  
J. Hale Hoak

**Hoak Fund Management, L.P.**

By: Hoak & Co., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**James M. Hoak**

By: /s/ James M. Hoak  
James M. Hoak

HOAK & Co.

**H**

Reagan Place at Old Parkland  
3963 Maple Avenue  
Suite 450  
Dallas, Texas 75219  
Tel 214.855.2290

*Direct Dial (214) 855-2288*

December 29, 2022

Mr. Stephen C. Taylor  
Natural Gas Services Group, Inc.  
404 Veterans Airpark Lane  
Suite 300  
Midland, Texas 79705

Dear Steve,

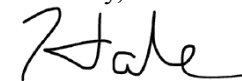
As a follow-up to our conversation, I wanted to reiterate our concern and disappointment with the recent management and board-level changes at Natural Gas Services Group, Inc. (“NGS” or the “Company”) including two “interim” CEOs within six months and the accelerated departure date of one of your more tenured Board Members, John Chisholm.

From our vantage point as your largest shareholder, it is hard to know who is in charge and, frankly, the Board dynamics appear somewhat chaotic. We imagine our concern is also shared by some of your employees, customers, vendors, and other stakeholders.

In the context of strong macro tailwinds for the compression industry and NGS on the cusp of strong earnings growth, it is particularly telling that the Board has not attracted a competent, permanent CEO candidate to take the Company to the next level. We have zero confidence this will be possible based on recent events and no longer support this course of action. Instead of engaging in a likely futile search for a qualified CEO, and the corresponding disruption that would occur by yet another management change, we instead strongly believe that the Company should explore strategic alternatives such as a sale, merger, or reverse merger transaction that brings both scale and permanent management.

In the absence of a sale of the company, it is our belief that NGS needs to identify a near-term plan that would put the Company on a path to at least \$75-100 million of EBITDA (our estimation of the minimum required to justify remaining a stand-alone public company), utilize a prudent level of debt to generate better equity returns, and implement an industry-standard dividend policy. As we have discussed in the past, NGS would efficiently achieve all the aforementioned goals by transacting with Nova Compression, another company in which Hoak & Co. is invested. However, we will happily support any alternative that maximizes value for all NGS shareholders.

Sincerely,



J. Hale Hoak

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