

**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): June 13, 2024**

NATURAL GAS SERVICES GROUP, INC.

<p style="text-align: center;">Colorado (State or Other Jurisdiction of Incorporation)</p>	<p style="text-align: center;">(Exact Name of Registrant as Specified in Charter) 1-31398 (Commission File Number) 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)</p>	<p style="text-align: center;">75-2811855 (IRS Employer Identification No.)</p>
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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-14(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; Compensatory Arrangements of Certain Officers.

As described in Item 5.07 of this Current Report on Form 8-K, on June 13, 2024, at the 2024 annual meeting of shareholders (the “Meeting”) of Natural Gas Services Group, Inc. (the “Company”), the Company's shareholders approved the Company’s proposal for the election of three individuals to serve as directors of the Company for the terms set forth below or until their respective successors are elected and qualified.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Meeting was held on June 13, 2024, at which the Company’s shareholders voted on the proposals identified below. These proposals were described in detail in the Company’s definitive Proxy Statement for the Meeting filed with the Securities and Exchange Commission on April 29, 2024.

At the close of business on April 22, 2024, the record date for the Meeting, 12,437,074 shares of Common Stock were issued and outstanding and entitled to vote at the Meeting. Shareholders owning a total of 10,421,112 shares of Common Stock were represented at the meeting, which represented approximately 83.8% of the shares of the Common Stock outstanding as of the record date for the Meeting.

Proposal 1 - Election of Directors

Each of the three nominees for director was duly elected by the Company’s shareholders, with votes as follows:

	For	Director Nominees Against	Abstain	Broker Non-Votes
David L. Bradshaw ⁽¹⁾	7,244,283	2,082,931	15,235	1,078,663
Nigel J. Jenvey ⁽¹⁾	7,820,875	1,504,938	16,636	1,078,663
Georganne Hodges ⁽¹⁾	8,972,251	354,703	15,495	1,078,663

(1) Elected for a three year term expiring at the 2027 annual meeting of shareholders, or until his respective successor is elected and qualified.

(2) Elected for a one year term expiring at the 2025 annual meeting of shareholders, or until her respective successor is elected and qualified.

Proposal 2 - Advisory Vote on Executive Compensation

The shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers, by the following vote:

	For	Against	Abstain	Broker Non-Votes
	4,930,130	3,642,059	770,260	1,078,663

Proposal 3 – Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders ratified the appointment of Ham, Langston & Brezina LLP as the Company’s independent registered public accounting firm for fiscal year 2024 by the following vote:

	For	Against	Abstain
	10,141,582	91,872	187,658

SIGNATURES

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 hereunto duly authorized.

NATURAL GAS SERVICES GROUP, INC.

Date: June 18, 2024

By: /s/ Justin C. Jacobs

Justin C. Jacobs
Chief Executive Officer