

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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. 3)

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)

January 11, 2023  
(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-
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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. 3 to Schedule 13D ("Amendment No. 3") 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 Amendment No. 2 to the statement on Schedule 13D filed with the Securities and Exchange Commission on December 30, 2022 ("Amendment No. 2") and together with the Original 13D, Amendment No. 1 and this Amendment No. 3., 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. 3 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 January 11, 2023, J. Hale Hoak, on behalf of the Reporting Persons, sent a letter to the Board of Directors (the "Board") of the Issuer (the "January 11 Letter") regarding the desirability of adding qualified board members with a larger financial interest in the Issuer. The January 11 Letter also reiterates that the Board should cease any search process for a new chief executive officer and commence a review of strategic alternatives, consistent with the Reporting Persons' December 29 Letter. The foregoing description of the January 11 Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the January 11 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 January 11, 2023, 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 January 11, 2023.

**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: January 11, 2023

**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: January 11, 2023

**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*

January 11, 2023

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

Dear Steve,

I saw that you are meeting with investors in New York and Boston this week at a Lake Street hosted event. Coincidentally, in response to my previously filed 13D, I have communicated with other large NGS shareholders, and you might be meeting with some of them. While I can't speak for them - and encourage you to seek their feedback directly on the topic of the board - I do believe they share our view that NGS would benefit from adding board members who have a larger financial interest in the company.

Admittedly, I have not met with your current board members, and I am sure that they are well-intentioned. However, the three of them combined only own about 50,000 shares. I am confident that they - and the company - would be well served having a voice in the room that better represents the perspective of the shareholders. I am happy to work with you on finding some board candidates that we both feel are qualified to fulfill this role.

To reiterate our views as your largest shareholder, we would like to see you postpone the CEO search until you have first explored other strategic alternatives. This process might highlight how undervalued the company is by the public markets and result in a sale or take-private transaction, and/or it might unearth a logical merger candidate that gives the company the much-needed scale that we believe is necessary to justify remaining a public company. In addition, a merger candidate might also bring highly qualified management to the table that would be interested in running a much larger company.

I hope that your meetings go well.

Sincerely,



J. Hale Hoak