

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 2054

FORM S-8



REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Natural Gas Services Group, Inc.

(Exact name of Registrant as specified in its charter)

Colorado

*(State or other jurisdiction of incorporation
or organization)*

75-2811855

(I.R.S. employer identification no.)

**508 West Wall Street, Suite 550
Midland, Texas 79701
(432) 262-2700**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2009 Restricted Stock/Unit Plan, as amended

(Full title of the plan)

**Stephen C. Taylor, Chief Executive Officer
508 West Wall Street, Suite 550
Midland, Texas 79701
(432) 262-2700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

The Commission is requested to send copies of all communications to:

**David A. Thayer, Esq.
Jones & Keller, P.C.
1999 Broadway, Suite 3150
Denver, Colorado 80202
Telephone: (303) 573-1600
Facsimile: (303) 573-8133**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Security (2) | Proposed Maximum Offering Price (2) | Amount of Registration Fee |
|---|--------------------------------|---|--|-------------------------------|
| Common Stock, \$0.01 Par Value | 500,000 | \$29.58 | \$14,790,000 | \$1,905 |

- (1) This Registration Statement covers 500,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Registrant that may be issued pursuant to awards granted under the Registrant's 2009 Restricted Stock/Unit Plan, as amended (the "Plan"). Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Common Stock in respect of the securities identified above that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low sale prices of the Common Stock as reported on the New York Stock Exchange on June 4, 2014.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 500,000 shares of the Registrant's common stock ("Common Stock"), that may be issued pursuant to awards granted under the Registrant's 2009 Restricted Stock/Unit Plan, as amended Plan (the "Plan"). Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement on Form S-8 concerning the Plan filed with the Securities and Exchange Commission (the "Commission") on June 18, 2009 (File No. 333-160068) is incorporated herein by reference, except to the extent supplemented or amended or superseded by the information set forth herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified by Rule 428(b) (1) of the Securities Act of 1933, as amended. Such documents are not required to be filed with the Securities and Exchange Commission as part of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We are subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith file reports, proxy statements and other information with the Commission. We hereby incorporate by reference into this Registration Statement the following documents previously filed with the Commission:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed with the Commission on March 14, 2014;
- our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed with the Commission on May 6, 2014;
- our Current Reports on Form 8-K filed with the Commission on January 27, 2014, March 14, 2014, March 26, 2014, April 25, 2014 and May 6, 2014 (in each case to the extent filed and not furnished); and
- the description of our Common Stock which is contained in a registration statement filed on Form S-3/A with the Commission on January 28, 2013, registration number 333-184672.

In addition, all documents which we file with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than, in each case, information furnished rather than filed) after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered hereunder have been sold or that deregisters all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference herein and to be part hereof from the respective dates of filing of such documents, provided that, unless specifically stated to the contrary, documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into or otherwise included in this Registration Statement. Any statement contained herein or in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the Common Stock being offered from time to time under this prospectus will be passed upon for us by Jones & Keller, P.C., Denver, Colorado.

Item 6. Indemnification of Directors and Officers

Section 7-108-402 of the Colorado Business Corporation Act (the "Act") provides, generally, that the articles of incorporation of a Colorado corporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; except that any such provision may not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) acts specified in Section 7-108-403 (concerning unlawful distributions), or (iv) any transaction from which a director directly or indirectly derived an improper personal benefit. The articles of incorporation may not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which the provision becomes effective. Our articles of incorporation contain a provision eliminating liability as permitted by the statute.

Section 7-109-103 of the Act provides that a Colorado corporation must indemnify a person (i) who is or was a director of the corporation and (ii) who was wholly successful, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by him in connection with the proceeding unless such indemnity is limited by the corporation's articles of incorporation. Our articles of incorporation do not contain any such limitation.

Section 7-109-102 of the Act provides, generally, that a Colorado corporation may indemnify a person made a party to a proceeding because the person is or was a director against any obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred in the proceeding if the person conducted himself or herself in good faith and the person reasonably believed, in the case of conduct in an official capacity with the corporation, the person's conduct was in the corporation's best interests and, in all other cases, his conduct was at least not opposed to the corporation's best interests and, with respect to any criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful. Our articles of incorporation provide for such indemnification. A corporation may not indemnify a director in connection with any proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or, in connection with any other proceeding charging the director derived an improper personal benefit, whether or not involving actions in an official capacity, in which proceeding the director was judged liable on the basis that he derived an improper personal benefit. Any indemnification permitted in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with such proceeding.

Under Section 7-109-107 of the Act, unless otherwise provided in the articles of incorporation, a Colorado corporation may indemnify an officer, employee, fiduciary, or agent of the corporation to the same extent as a director and may indemnify such a person who is not a director to a greater extent, if not inconsistent with public policy and if provided for by its bylaws, general or specific action of its board of directors or shareholders, or contract. Our bylaws provide for indemnification of our officers, employees and agents to the same extent as our directors.

Section 7-109-104 of the Act authorizes a Colorado corporation to pay expenses incurred in defending a proceeding in advance of the final disposition of the proceeding if the person undertakes in writing to repay the amount if it is ultimately determined that the person did not meet the statutory standards of conduct.

Section 3 of Article IX of our Articles of Incorporation, as amended, provides that we shall indemnify, to the maximum extent permitted by law in effect from time to time, any person who is or was a director, officer, agent, fiduciary or employee of ours against any claim, liability or expense arising against or incurred by such person made party to a proceeding because such person is or was a director, officer, agent, fiduciary or employee of ours or because such person is or was serving another entity as a director, officer, partner trustee, employee, fiduciary or agent at our request. We further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

Article VI of our bylaws provides for the indemnification of certain persons.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

At present, there is no pending litigation or proceeding involving any of our directors, officers, employees or agents where indemnification will be required or permitted. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

We have obtained a directors' and officers' liability insurance policy. This policy insures our directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

The following exhibits are filed as part of or incorporated by reference into this Registration Statement:

| Exhibit Number | Exhibit Title |
|-----------------------|---|
| 3.1 | Articles of Incorporation, as amended (Incorporated by reference to Exhibit 3.1 of the Form 10-QSB filed and dated November 10, 2004) |
| 4.2 | Bylaws (Incorporated by reference to Exhibit 3.4 of the Registrant's Registration Statement on Form SB-2, No. 333-88314) |
| 10.1 | 2009 Restricted Stock/Unit Plan, as amended (Incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A filed April 22, 2014) |
| 5.1* | Opinion of Jones & Keller, P.C. |
| 23.1* | Consent of BDO USA LLP |
| 23.2* | Consent of Jones & Keller, P.C. (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included on signature page hereof) |

* Filed herewith.

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Texas, on June 6, 2014.

NATURAL GAS SERVICES GROUP, INC. (the "Registrant")

By: /s/ Stephen C. Taylor

Stephen C. Taylor
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephen C. Taylor and G. Larry Lawrence as his true and lawful attorney-in-fact and agent, with full powers of substitution and re-substitution, for him in his name, place and stead, to sign in any and all capacities any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|--------------|
| <u>/s/ Stephen C. Taylor</u> Stephen C. Taylor | President, Chief Executive Officer (principal executive officer) and Director | June 6, 2014 |
| <u>/s/ G. Larry Lawrence</u> G. Larry Lawrence | Vice President and Chief Financial Officer (principal accounting; and financial officer) | June 6, 2014 |
| <u>/s/ David L. Bradshaw</u> David L. Bradshaw | Director | June 6, 2014 |
| <u>/s/ John W. Chisholm</u> John W. Chisholm | Director | June 6, 2014 |
| <u>/s/ Charles G. Curtis</u> Charles G. Curtis | Director | June 6, 2014 |
| <u>/s/ William F. Hughes, Jr.</u> William F. Hughes, Jr. | Director | June 6, 2014 |

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| 23.1* | Consent of BDO USA LLP |
| 23.2* | Consent of Jones & Keller, P.C. (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included on signature page hereof) |

* Filed herewith.

Jones & Keller, P.C.
1999 Broadway, Suite 3150
Denver, Colorado 80202
Telephone: (303) 573-1600

June 6, 2014

Natural Gas Services Group, Inc.
508 West Wall Street, Suite 550
Midland, Texas 79701

Re: Registration Statement on Form S-8

Gentlemen:

We have acted as outside securities counsel to Natural Gas Services Group, Inc., a Colorado corporation (the "Company"), in connection with the Registration Statement of the Company on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), with respect to 500,000 additional shares of Common Stock, \$.01 par value (the "Shares") of the Company to be issued pursuant to the Registration Statement under the 2009 Restricted Stock/Unit Plan, as amended (the "Plan"). The Shares represent an increase in the number of shares of Common Stock available under the Plan as a result of the amendment to the Plan approved by the shareholders of the Company on June 3, 2014.

In connection herewith, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Plan, the Articles of Incorporation of the Company, as amended, as in effect on the date hereof, the Bylaws of the Company, as in effect on the date hereof, records of the corporate proceedings with respect to the approval of the Plan, and the Registration Statement, and such other certificates, instruments and documents as we have considered appropriate for purpose of the opinion hereafter expressed.

With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part except to the extent otherwise expressly stated, and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

In connection with rendering the opinion hereafter expressed, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents; (iv) each natural person signing any document reviewed by us had the legal capacity to do so; and (v) each person signing in a representative capacity any document reviewed by us had authority to sign in such capacity.

Based on the foregoing and subject to the qualifications set forth herein, we are of the opinion that the issuance of the Shares has been duly authorized and, when issued, delivered and fully paid for in accordance with the terms of the Plan and agreements executed pursuant to the Plan, such Shares will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited in all respects to the Federal laws of the United States of America, the Business Corporation Act of the State of Colorado and reported judicial decisions interpreting these statutes as in effect as of the date hereof and we undertake no duty to update or supplement the foregoing opinion to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter become effective. We do not express any opinion as to the law of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and of the reference to this firm under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ Jones & Keller, P.C.

JONES & KELLER, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Natural Gas Services Group, Inc. (the "Company") of our reports dated March 14, 2014, relating to the Company's financial statements and its effectiveness of internal control over financial reporting, which appear in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

/s/ BDO USA LLP
Houston, Texas
June 6, 2014