

**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): January 17, 2023

NATURAL GAS SERVICES GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Colorado
(State or Other Jurisdiction
of Incorporation)

1-31398

75-2811855

(Commission File Number)

(IRS Employer Identification No.)

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)

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-4(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 8.01 Other Events.

On January 17, 2023, Natural Gas Services Group, Inc. issued a press release responding to concerns of a shareholder and providing an update to certain initiatives. A copy of that press release is attached as Exhibit 99.1 to this report.

The information in this Current Report on Form 8-K furnished pursuant to Item 8.01, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit

The Exhibit listed below is furnished as an Exhibit to this Current Report on Form 8-K.

Exhibit No.	Description
99.1	Press Release dated January 17, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: January 17, 2023

By: /s/ Stephen C. Taylor

Stephen C. Taylor
Interim President & Chief Executive Officer

Natural Gas Services Group, Inc. Responds to Shareholder Concerns and Provides Initiative Updates

Midland, TX, January 17, 2023 (GLOBE NEWSWIRE) --

On December 29, 2022 and January 11, 2023, J. Hale Hoak of Hoak & Co. ("Hoak") sent letters to our Interim Chief Executive Officer, Steve Taylor and in connection therewith, Hoak publicly filed the letters with its Schedule 13D filings dated December 30, 2022 and January 11, 2023. According to Hoak's filings, it owns approximately 9.3% of the outstanding shares of common stock of Natural Gas Services Group, Inc. (the "Company"). The letters, among other things, requests that the Company call off its permanent CEO search, consider adding directors to its Board, explore a sale or merger of the Company and use debt to fund growth opportunities..

The Company values input from shareholders and we appreciate Hoak's perspective. As such we believe it is prudent to respond to Hoak's letters and update our shareholders on current management and Board initiatives.

In connection with the upcoming full retirement of Steve Taylor, effective June 30, 2023, the Company's long-time permanent CEO and current interim CEO, the Nominating Committee of the Board has engaged with global executive and management search consulting firms to assist with identifying and vetting potential permanent CEO candidates along with identifying potential Board member candidates to not only fill the Board seat vacated in connection with John Chisholm's recent retirement but also potentially expand the Board to broaden its breadth of expertise. Considering the necessity of the CEO position, we believe the suggestion that the Company call off its permanent CEO search is counter-productive and not in the best interest of all shareholders.

In regard to Hoak's interest in the Company "transacting with Nova Compression, another company in which Hoak & Co. is invested", the Company's Board and management always have, and always will, vet all M&A opportunities that arise. However, at the present time the most attractive returns on capital are in the expansion of our high horsepower compressor rental fleet from current and projected orders. This will be funded from operating cash flows and the Company's expanded bank facility.

The Board and its management have been working on near and long-term modeling and growth forecasting based on customer demand and believes that significant opportunity exists to grow the Company's business organically and in turn increase value for all shareholders.

We intend to further update our shareholders as events warrant.

The Independent Directors of the Company.