

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MATLIN DAVID J</u> (Last) (First) (Middle) <u>1360 POST OAK BOULEVARD, SUITE 1800</u> (Street) <u>HOUSTON TX 77056</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>U.S. WELL SERVICES, INC. [USWS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Series B Redeemable Convertible Preferred Stock	(1)(2)	04/01/2020		A		1,878		(3)	(4)	Class A Common Stock	(5)	1,878	D	

Explanation of Responses:

- On April 1, 2020, the Reporting Person purchased from the Issuer 1,878 shares (the "Purchased Series B Preferred Shares") of the Issuer's Series B Redeemable Convertible Preferred Stock, par value \$0.0001 per share (the "Series B Preferred Stock"), for an aggregate purchase price of \$1,878,000 in cash, pursuant to a Purchase Agreement dated as of March 31, 2020 by and among the Issuer, the Reporting Person and the other parties thereto. Each of the Purchased Series B Preferred Shares is convertible into a number of shares of Class A Common Stock equal to (i) the Liquidation Preference (as defined in the Certificate of Designations of the Series B Preferred Stock (the "Certificate of Designations")) as of the date of conversion divided by (ii) the then applicable Conversion Price (as defined in the Certificate of Designations).
- The Liquidation Preference is initially \$1,000 and is subject to increase as provided in the Certificate of Designations if the Issuer does not pay quarterly dividends on the Series B Preferred Stock in cash. The Conversion Price is initially \$0.308 and is subject to adjustment in certain circumstances as provided in the Certificate of Designations.
- Subject to the terms and conditions of the Certificate of Designations, the Reporting Person may, at his option at any time, convert all or a portion of the Purchased Series B Preferred Shares into shares of Class A Common Stock.
- The Purchased Series B Preferred Shares do not have an expiration date, provided that in certain circumstances on or after April 1, 2023, the Issuer may, at its option, convert all or a portion of the Purchased Series B Preferred Shares at the same conversion rate described above. In addition, at any time on or after October 1, 2021, the Issuer may, at its option, redeem all or a portion of the Purchased Series B Preferred Shares at a redemption price equal to the then applicable Liquidation Preference described above, provided that the Reporting Person may, at his option, convert his shares as described above within five business days of receipt of the notice of redemption.
- The number of shares of Class A Common Stock into which the Purchased Series B Preferred Shares are convertible is calculated as described above. Based upon the initial Liquidation Preference and Conversion Price, 6,097,403 shares of Class A Common Stock are initially issuable upon conversion of the 1,878 Purchased Series B Preferred Shares held by the Reporting Person.

/s/ David J. Matlin 04/03/2020
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.