
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Amendment No. 2
to
SCHEDULE TO**

**(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

U.S. WELL SERVICES, INC.
(Name of Subject Company (Issuer) and Name of Filing Person (Issuer))

Warrants exercisable for Common Stock at an exercise price of \$5.75 per half share
(Title of Class of Securities)

91274U 119
(CUSIP Number of Warrants)

Mark Wolf
Vice President, General Counsel and Corporate Secretary
U.S. Well Services, Inc.
1360 Post Oak Boulevard, Suite 1800
Houston, Texas 77056
(832) 562-3730

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

with a copy to:
Hillary H. Holmes
Gibson, Dunn & Crutcher LLP
811 Main Street, Suite 3000
Houston, TX 77002
Tel: (346) 718-6600

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee
\$15,793,995	\$1,914.23

* Estimated for purposes of calculating the amount of the filing fee only. U.S. Well Services, Inc. (the "**Company**") is offering holders of all of the Company's outstanding \$5.75 per half share warrants that were issued in connection with the Company's initial public offering pursuant to a prospectus dated March 9, 2017 (the "**Warrants**") the opportunity to exchange such Warrants for shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**") by tendering one Warrant in exchange for 0.13 Shares. The amount of the filing fee assumes that all of the outstanding Warrants will be exchanged and is calculated pursuant to Rule 0-11(b) of the Securities Exchange Act of 1934, as amended. The transaction value was determined by using the average of the high and low prices of the Warrants as reported on the Nasdaq Capital Market on March 13, 2019, which was \$0.73.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,914.23

Filing Party: U.S. Well Services, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: March 15, 2019

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

AMENDMENT NO. 2 TO SCHEDULE TO

This Amendment No. 2 (“*Amendment No. 2*”) amends and supplements the Tender Offer Statement on Schedule TO (together with all amendments and supplements thereto, the “*Schedule TO*”) originally filed by U.S. Well Services, Inc. (the “*Company*”) on March 15, 2019, pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), in connection with the offer by the Company to all holders of the Company’s outstanding warrants that were issued in connection with the Company’s initial public offering pursuant to a prospectus dated March 9, 2017, exercisable for shares of the Company’s Class A common stock, par value \$0.0001 per share (the “*Shares*”), which have an exercise price of \$5.75 per half share (the “*Public Warrants*”), to receive 0.13 Shares in exchange for every Public Warrant tendered by the holders thereof (approximately one Share for every 7.69 Public Warrants tendered), on the terms and conditions set forth in the Offer to Exchange Letter, dated March 14, 2019 (the “*Offer Letter*”), and in the related Letter of Transmittal (the “*Letter of Transmittal*”) (which, together with any amendments or supplements thereto, collectively constitute the “*Offer*”).

This is the final amendment to the Schedule TO and is being filed to report the final results of the Offer. This Amendment No. 2 to the Schedule TO, as it amends and supplements the Schedule TO, is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Exchange Act. Only those items reported in this Amendment No. 2 are amended or supplemented. Except as specifically provided herein, the information contained in the Schedule TO, the Offer Letter and the Letter of Transmittal remains unchanged.

This Amendment No. 2 should be read in conjunction with the Schedule TO, the Offer Letter and the Letter of Transmittal.

Capitalized terms used and not defined herein have the meanings assigned to such terms in the Offer Letter.

Items 1 through 11.

The information set forth under these Items of the Schedule TO is hereby supplemented by adding the following:

The Offer expired at 5:30 p.m., Eastern time, on April 11, 2019. Based on information provided by Continental Stock Transfer & Trust Company, the depository for the Offer, a total of 11,640,974 Public Warrants were properly tendered and not properly withdrawn prior to the expiration of the tender offer. The Company accepted for exchange all such Public Warrants and will issue an aggregate of approximately 1,513,340 Shares in exchange for the Public Warrants tendered, representing approximately 2.3% of the shares of Class A Common Stock and Class B Common Stock outstanding after such issuance. Delivery of the Shares to be issued in exchange for the Public Warrants will be made promptly.

On April 15, 2019, the Company issued a press release announcing the final results of the Offer as set forth above. A copy of the press release is filed as Exhibit (a)(5)(D) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 and the Exhibit Index of the Schedule TO are hereby amended and supplemented by adding the following:

<u>Exhibit Number</u>	<u>Description</u>
(a)(5)(D)	Press release.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

U.S. WELL SERVICES, INC.

By: _____ /s/ Kyle O'Neill

Name: **Kyle O'Neill**

Title: **Chief Financial Officer**

Date: April 15, 2019

U.S. Well Services Announces Final Results of Public Warrant Exchange Offer

HOUSTON, TEXAS (April 15, 2019) — U.S. Well Services, Inc. (Nasdaq: USWS, USWSW) (the “Company,” “we” or “our”) today announced the final results of its previously announced offer to exchange (“Offer to Exchange”) 0.13 shares of the Company’s Class A common stock (“Class A Common Stock”) for each outstanding Public Warrant originally issued in a registered offering. This exchange ratio equates to approximately one share of Class A Common Stock for every 7.69 Public Warrants tendered. The Offer to Exchange expired at 5:30 p.m., Eastern Time, on April 11, 2019. Based on information provided by Continental Stock Transfer & Trust Company, the depository for the Offer to Exchange, a total of 11,640,974 Public Warrants were properly tendered and not properly withdrawn prior to the expiration of the Offer to Exchange. The Company accepted for exchange all such Public Warrants and will issue an aggregate of approximately 1,513,340 Shares in exchange for the Public Warrants tendered, representing approximately 2.3% of the Class A and Class B Shares outstanding after such issuance. Delivery of the Shares to be issued in exchange for the Public Warrants will be made promptly.

After completion of the Offer to Exchange, 9,994,635 Public Warrants remain outstanding. The Public Warrants will expire on November 9, 2023, unless sooner exercised by the holder or redeemed by the Company in accordance with the terms of the Public Warrants.

Morrow Sodali acted as the Information Agent for the Offer to Exchange. For questions and information, please call the Information Agent toll-free at (855) 291-6792 (banks and brokerage firms, please call (203) 658-9400).

About U.S. Well Services, Inc.

U.S. Well Services, Inc. is a leading provider of hydraulic fracturing services and a market leader in electric fracture stimulation. The Company’s patented electric frac technology provides one of the first fully electric, mobile well stimulation systems powered by locally-supplied natural gas, including field gas sourced directly from the wellhead. The Company’s electric frac technology dramatically decreases emissions and sound pollution while generating exceptional operational efficiencies, including significant customer fuel cost savings versus conventional diesel fleets. For more information visit: www.uswellservices.com. Information on our website is not part of this release.

Forward-Looking Statements

In addition to historical information, this release may contain a number of “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on the Company’s management’s current expectations and beliefs, as well as a number of assumptions concerning future events. When used in this press release, the words “may,” “expect,” “estimate,” “project,” “purpose,” “plan,” “believe,” “intend,” “anticipate,” “will,” “continue,” “potential,” “should,” “could,” and similar terms and phrases are intended to identify forward-looking statements. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, they do involve certain assumptions, risks and uncertainties. These forward-looking statements represent the Company’s current expectations or beliefs concerning future events, and it is possible that the results described in this release will not be achieved. These forward-looking statements are subject to certain risks, uncertainties and assumptions, including those identified in this release or disclosed from time to time in the Company’s filings with the Securities and Exchange Commission (the “SEC”). Factors that could cause actual results to differ from the Company’s expectations include changes in market conditions, actions by holders of Public Warrants and other investors, changes in commodity prices, changes in supply and demand for oil and gas, changes in demand for our services, availability of financing and capital, the Company’s liquidity, the Company’s compliance with covenants under its credit agreements, and other factors described in the Company’s public disclosures and filings with the SEC, including those described under “Item 1A. Risk Factors” in our annual report on Form 10-K filed with the SEC on March 14, 2019. As a result of these factors, actual results may differ materially from those indicated or implied by forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Contacts:

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