

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>MATLIN DAVID J</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/19/2020</u>			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		
1360 POST OAK BOULEVARD, SUITE 1800			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77056</u>								
(City) (State) (Zip)								

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		Date Exercisable	Expiration Date						Title
Series B Redeemable Convertible Preferred Stock	(1)	06/19/2020		S ⁽²⁾		200	(3)	(4)	Class A Common Stock	(5)	(1)	1,678	D	

Explanation of Responses:

- Each share (a "Series B Preferred Share") of Series B Redeemable Convertible Preferred Stock, par value \$0.0001 per share (the "Series B Preferred Stock"), 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 was approximately \$1,017.75 as of June 19, 2020 and June 23, 2020 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.
- On June 19, 2020, the Reporting Person sold 200 Series B Preferred Shares in a privately negotiated transaction for an aggregate sales price of \$200,000 in cash.
- 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 Series B Preferred Shares into shares of Class A Common Stock.
- The 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 Series B Preferred Shares at the same conversion rate described in (1) 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 Series B Preferred Shares at a redemption price equal to the then applicable Liquidation Preference described in (1) 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 Series B Preferred Shares are convertible is calculated as described in (1) above. Based upon the Liquidation Preference and Conversion Price specified in (1) above, 5,544,774 shares of Class A Common Stock were issuable as of June 19, 2020 and June 23, 2020 upon conversion of the 1,678 Series B Preferred Shares held by the Reporting Person.

/s/ David J. Matlin 06/23/2020

** 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.