

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Crestview Partners III GP, L.P.			2. Issuer Name and Ticker or Trading Symbol U.S. WELL SERVICES, INC. [USWS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) C/O CRESTVIEW PARTNERS, 590 MADISON AVENUE, 42ND FLOOR	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/24/2021					
(Street) NEW YORK, NY 10022			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(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)			

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
16.0% Convertible Senior Secured PIK Note (1) (2) (3)	(2) (3)	06/24/2021		A	(1)	20,408,163 (1) (4)	(2) (3)	(2) (3)	Class A Common Stock	20,408,163 (4)	(1)	20,408,163 (4)	I	See footnote (9)
16.0% Convertible Senior Secured PIK Note (1) (2) (3)	(2) (3)	06/24/2021		A	(1)	10,000,000 (1) (5)	(2) (3)	(2) (3)	Class A Common Stock	10,000,000 (5)	(1)	10,000,000 (5)	I	See footnote (9)
Series A Redeemable Convertible Preferred Stock (6)	(6)	06/24/2021		D	(1)	15,588 (1)	(7)	(7)	Class A Common Stock	(8)	(1)	4,412	I	See footnote (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crestview Partners III GP, L.P. C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 42ND FLOOR NEW YORK, NY 10022	X	X		
Crestview III USWS TE, LLC C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 42ND FLOOR NEW YORK, NY 10022	X	X		
Crestview III USWS, L.P. C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 42ND FLOOR NEW YORK, NY 10022	X	X		

Klein Adam J C/O CRESTVIEW ADVISORS 590 MADISON AVENUE, 42ND FLOOR NEW YORK, NY 10022	X			
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Signatures

By: Crestview Partners III GP, L.P., By: Crestview, L.L.C., its general partner, By: /s/ Ross A. Oliver, General Counsel		06/28/2021
<small>Signature of Reporting Person</small>		Date
By: Crestview III USWS TE, LLC, By: /s/ Ross A. Oliver, General Counsel		06/28/2021
<small>Signature of Reporting Person</small>		Date
By: Crestview III USWS, L.P., By: Crestview III USWS GenPar, LLC, By: /s/ Ross A. Oliver, General Counsel		06/28/2021
<small>Signature of Reporting Person</small>		Date
By: Adam J. Klein, By: Ross A. Oliver, as Attorney-in-Fact		06/28/2021
<small>Signature of Reporting Person</small>		Date

Explanation of Responses:

* 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).

Reflects the acquisition by Crestview III USWS TE, LLC and Crestview III USWS, L.P. (together, the "Crestview Entities") from the Issuer of 16.0% Convertible Secured PIK Notes of the Issuer (the "Notes"), pursuant to the terms of a Purchase Agreement, dated as of June 24, 2021 (together with all exhibits thereto, the "Purchase Agreement"). The aggregate principal amount of the Notes acquired by (1) the Crestview Entities was \$40,000,000, of which (i) \$20,000,000 of such principal amount of the Notes was acquired from the Issuer for cash (the "Cash Notes") and (ii) \$20,000,000 of such principal amount of the Notes was acquired from the Issuer in exchange for 15,588 shares of Series A Preferred Stock of the Issuer, par value \$0.0001 per share (the "Preferred Shares") held by the Crestview Entities.

Subject to earlier conversion or redemption in accordance with their terms, the Notes will become due and payable on June 5, 2026 (the "Maturity Date") in a number of shares of Class A Common Stock of the Issuer, par value \$0.0001 per share ("Class A Common Stock"), determined by dividing (a) the outstanding balance of the principal amount of the Notes (together with the accrued but unpaid interest on the Notes) as of the Maturity Date, by (b) the VWAP of Class A Common Stock for the 20 trading day period immediately preceding the Maturity Date (or in such other manner as determined pursuant to the terms of the Purchase Agreement).

All or any portion of the Notes may be converted at the election of the Crestview Entities at any time into a number of shares Class A Common Stock, determined by dividing (a) the outstanding balance of the principal amount of the Notes being converted (together with the accrued but unpaid interest thereon) as of the applicable conversion date, by (b) a conversion price of \$0.98 (in the case of the Cash Notes) or \$2.00 (in the case of the Exchange Notes), which such conversion prices are subject to certain anti-dilution adjustments in accordance with their terms.

This number represents the number of shares of Class A Common Stock issuable upon conversion of the Cash Notes if the Crestview Entities elect to convert the Cash Notes based on the principal amount of the Cash Notes (as described in footnote (1) above) and the conversion price applicable to the Cash Notes (as described in footnote (3) above).

This number represents the number of shares of Class A Common Stock issuable upon conversion of the Exchange Notes if the Crestview Entities elect to convert the Exchange Notes based on the principal amount of the Exchange Notes (as described in footnote (1) above) and the conversion price applicable to the Exchange Notes (as described in footnote (3) above).

Reflects Preferred Shares held by the Crestview Entities. Pursuant to the Certificate of Designations contemplated by the Purchase Agreement dated May 23, 2019 (the "Certificate of Designations"), the ordinary conversion price of the Preferred Shares is \$6.67 per share and is subject to certain anti-dilution adjustments in accordance with its terms.

Subject to earlier redemption or conversion in accordance with the terms of the Certificate of Designations, all or any portion of the Preferred Shares may be converted by the Crestview Entities at any time into Class A Common Stock based on the then-applicable liquidation preference (as determined in accordance with the Certificate of Designations). The Preferred Shares have no expiration date.

The number of shares of Class A Common Stock into which the Preferred Shares are convertible is equal to the then-applicable liquidation preference (as determined in accordance with the Certificate of Designations) divided by the applicable conversion price, subject to the terms and conditions of the Certificate of Designations.

Crestview Partners III GP, L.P. may be deemed to have beneficial ownership of the securities held by the Crestview Entities. Crestview Partners III GP, L.P. exercises voting and dispositive power over the securities held by the Crestview Entities. Decisions by Crestview Partners III GP, L.P. to vote or dispose of such securities require the approval of a majority of the members of its investment committee and the chairman of the investment committee. Adam J. Klein is a member of the Issuer's board of directors. Mr. Klein is a Partner of Crestview, L.L.C. (which is the general partner of Crestview Partners III GP, L.P.) and Crestview Advisors, L.L.C. (which provides investment advisory and management services to the Crestview Entities and certain affiliates). Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein.

Remarks:

Exhibit 99 - Joint Filer Statement

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

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

Joint Filer Information

Each of the following joint filers has designated **Crestview Partners III GP, L.P.** as the “**Designated Filer**” for purposes of the attached Form 4:

1. Crestview III USWS TE, LLC
c/o Crestview Partners
590 Madison Avenue, 42nd Floor
New York, NY 10022
2. Crestview III USWS, L.P.
c/o Crestview Partners
590 Madison Avenue, 42nd Floor
New York, NY 10022
3. Adam J. Klein
c/o Crestview Advisors
590 Madison Avenue, 42nd Floor
New York, NY 10022

Date of Event Requiring Statement: June 24, 2021

Issuer Name and Ticker or Trading Symbol: U.S. Well Services, Inc. [USWS]

Crestview III USWS TE, LLC

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: General Counsel

Crestview III USWS, L.P.

By: Crestview III USWS GenPar, LLC

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: General Counsel

Adam J. Klein

By: /s/ Ross A. Oliver, as Attorney-in-Fact

Date: June 28, 2021
