

## INITIAL STATEMENT OF 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.  (Last) (First) (Middle) C/O CRESTVIEW PARTNERS, 590 MADISON AVENUE, 36TH FLOOR  (Street) NEW YORK, NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/09/2018	3. Issuer Name and Ticker or Trading Symbol U.S. WELL SERVICES, INC. [USWS]	
		4. 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)	5. 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	

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	20,250,000 <a href="#">(1)</a>	I	See Footnotes <a href="#">(1)</a> <a href="#">(2)</a> <a href="#">(3)</a> <a href="#">(4)</a>

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants (right to buy)	12/09/2018	11/09/2023	Class A Common Stock	3,625,000 <a href="#">(5)</a>	\$ <a href="#">(5)</a>	I	See Footnotes <a href="#">(2)</a> <a href="#">(3)</a> <a href="#">(4)</a> <a href="#">(5)</a>
Phantom Stock	<a href="#">(6)</a>	<a href="#">(6)</a>	Class A Common Stock	125,000 <a href="#">(6)</a>	\$ <a href="#">(6)</a>	I	See Footnotes <a href="#">(2)</a> <a href="#">(3)</a> <a href="#">(4)</a> <a href="#">(6)</a>

## 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, 36TH FLOOR NEW YORK, NY 10022	X	X		
Crestview III USWS TE, LLC C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022	X	X		
Crestview III USWS, L.P. C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022	X	X		
Klein Adam J C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022	X			

# Signatures

By: Crestview Partners III GP, L.P., By: Crestview, L.L.C., its general partner, By: /s/ Ross A. Oliver, General Counsel		11/19/2018
**Signature of Reporting Person		Date
By: Crestview III USWS TE, LLC, By: /s/ Ross A. Oliver, General Counsel		11/19/2018
**Signature of Reporting Person		Date
By: Crestview III USWS, L.P., By: Crestview III USWS GenPar, LLC, By: /s/ Ross A. Oliver, General Counsel		11/19/2018
**Signature of Reporting Person		Date
By: Adam J. Klein, By: Ross A. Oliver, as Attorney-in-Fact		11/19/2018
**Signature of Reporting Person		Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).  
 Represents shares of Class A Common Stock, par value \$0.0001 per share, of the Issuer ("Class A Common Stock") held by Crestview III USWS TE, LLC ("Crestview III LLC") and Crestview III USWS, L.P. ("Crestview III LP" and, together with Crestview III LLC, the "Crestview Entities") that were acquired by the Crestview Entities on
  - (1) November 9, 2018 pursuant to the Subscription Agreement (the "Subscription Agreement"), dated July 13, 2018, by and among the Crestview Entities, Matlin & Partners Acquisition Corporation ("MPAC"), Matlin & Partners Acquisition Sponsor LLC ("Sponsor") and certain other parties thereto and filed as Exhibit 10.2 to the Form 8-K filed by the Issuer with the Securities and Exchange Commission on July 16, 2018.
  - (2) 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, which such decisions are made by the investment committee of Crestview Partners III GP, L.P.
  - (3) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
  - (4) 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 certain Crestview Entities).
  - (5) Pursuant to the Subscription Agreement, the Crestview Entities acquired 7,250,000 private placement warrants, with each warrant exercisable for one-half of one share of Class A Common Stock at an exercise price of \$5.75 per half share, or \$11.50 per whole share.
  - (6) Pursuant to the Side Letter (the "Side Letter"), dated as of November 9, 2018, by and between the Crestview Entities, MPAC and Sponsor and filed as Exhibit 5 to the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 19, 2018, upon the satisfaction of the Vesting Conditions (as defined in the Side Letter), the Crestview Entities will receive 125,000 shares of Class A Common Stock in accordance with the terms of the Side Letter.

### Remarks:

Exhibit 24 - Power of Attorney\Exhibit 99 - Joint Filer Information

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 3:

1. Crestview III USWS TE, LLC  
c/o Crestview Partners  
590 Madison Avenue, 36th Floor  
New York, NY 10022
2. Crestview III USWS, L.P.  
c/o Crestview Partners  
590 Madison Avenue, 36th Floor  
New York, NY 10022

**Date of Event Requiring Statement:** November 9, 2018

**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: November 19, 2018

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ross A. Oliver and Evelyn C. Pellicone as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of U.S. Well Services, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19<sup>th</sup> day of November 2018.

Signature: /s/ Adam J. Klein  
Name: Adam J. Klein