

# FORM 4

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

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

### 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 Officer (give title below) Other (specify below)			
(Last) (First) (Middle) C/O CRESTVIEW PARTNERS, 590 MADISON AVENUE, 42ND FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2020						
(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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy) (1)	(2)	09/30/2020		A	V	177,778		(3)	(3)	Class A Common Stock	(4) (5)	(1)	1,600,000 (6)	I	See footnote (7)

## 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			

# Signatures

By: Crestview Partners III GP, L.P., By: Crestview, L.L.C., its general partner, By: /s/ Ross A. Oliver, General Counsel		10/02/2020
<i>**Signature of Reporting Person</i>		Date
By: Crestview III USWS TE, LLC, By: /s/ Ross A. Oliver, General Counsel		10/02/2020
<i>**Signature of Reporting Person</i>		Date
By: Crestview III USWS, L.P., By: Crestview III USWS GenPar, LLC, By: /s/ Ross A. Oliver, General Counsel		10/02/2020
<i>**Signature of Reporting Person</i>		Date
By: Adam J. Klein, By: Ross A. Oliver, as Attorney-in-Fact		10/02/2020
<i>**Signature of Reporting Person</i>		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 issuance of 177,778 warrants ("Warrants") exercisable for shares of Class A common stock of the Issuer, par value \$0.0001 per share ("Class A Common Stock"), to 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") on September 30, 2020 in accordance with that certain Purchase Agreement dated as of May 23, 2019 (the "Series A Purchase Agreement") and pursuant to the Warrant Agreement contemplated by the Series A Purchase Agreement (the "Warrant Agreement").
- (1) Pursuant to the Warrant Agreement, the exercise price of the Warrants is \$7.66, subject to adjustment for stock splits, combinations, certain distributions or similar events in accordance with the terms of the Warrant Agreement.
- (2) All or any portion of the Warrants issued pursuant to the Warrant Agreement may be exercised by the Crestview Entities at any time prior to expiration in accordance with the terms of the Warrant Agreement. All of the Warrants expire on November 25, 2025.
- Upon exercise by the Crestview Entities, pursuant to the Warrant Agreement, the Warrants are required to be net settled in shares of Class A Common Stock, on a cashless basis based on the difference between (i) the volume weighted average price of Class A Common Stock as reported during the ten trading day period ending on the second trading day prior to the date on which the notice of exercise is delivered to the warrant agent and (ii) the then-applicable exercise price, in each case, at the time of exercise.
- (3) As a result, the number of shares of Class A Common Stock issuable upon exercise of the Warrants cannot be determined at this time; however, in no event will (i) the 177,778 Warrants issued to Crestview on September 30, 2020 be exercisable for more than 177,778 shares of Class A Common Stock and (ii) the 1,422,222 Warrants previously issued to the Crestview Entities be issuable for more than 1,422,222 shares of Class A Common Stock, in each case subject to adjustment for stock splits, combinations, certain distributions or similar events in accordance with the Warrant Agreement.
- (4) Reflects (i) 1,066,666 Warrants issued to the Crestview Entities on May 24, 2019 and (ii) 177,778 additional Warrants issued to the Crestview Entities on each of March 31, 2020, June 30, 2020 and September 30, 2020 in each case in accordance with the Series A Purchase Agreement and the Warrant Agreement. Pursuant to the Series A Purchase Agreement, for so long as there are issued and outstanding shares of Series A Redeemable Convertible Preferred Stock of the Issuer, par value \$0.0001 per share ("Series A Preferred Shares"), the Issuer is required to issue to the Crestview Entities 177,778 Warrants on a quarterly basis beginning on March 31, 2020 and thereafter for a total of up to nine such issuances.
- (5) 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.
- (6) 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 Information

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

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**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, 42<sup>nd</sup> Floor  
New York, NY 10022
2. Crestview III USWS, L.P.  
c/o Crestview Partners  
590 Madison Avenue, 42<sup>nd</sup> Floor  
New York, NY 10022
3. Adam J. Klein  
c/o Crestview Advisors  
590 Madison Avenue, 42<sup>nd</sup> Floor  
New York, NY 10022

**Date of Event Requiring Statement:** September 30, 2020

**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: October 2, 2020

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