

KEY ENERGY SERVICES INC

Form 4/A

February 06, 2017

FORM 4UNITED 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER SCOTT P2. Issuer Name and Ticker or Trading Symbol
KEY ENERGY SERVICES INC
[KEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1301 MCKINNEY ST, STE 1800

(Street)

HOUSTON, TX 77010

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/20164. If Amendment, Date Original
Filed(Month/Day/Year)
12/20/2016☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP Op Svcs and Ch Admin Off6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person**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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (\$0.10 par value)	12/15/2016		J ⁽¹⁾		323,879 ⁽²⁾	D	<u>(1)</u>	0		D
Common Stock (\$0.01 par value)	12/15/2016		J ⁽¹⁾		1,613 ⁽³⁾	A	<u>(1)</u>	1,613 ⁽³⁾		D
Common Stock (\$0.01 par value)	12/19/2016		F		401	D	<u>(4)</u>	1,212 ⁽³⁾		D

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

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(9-02)

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (right to buy)	\$ 43.52	12/15/2016		P		1,816 <u>(5)</u>		<u>(6)</u>	12/15/2020	Common Stock (\$0.01 par value)	1,816 <u>(5)</u>
Warrant (right to buy)	\$ 54.4	12/15/2016		P		1,816 <u>(5)</u>		<u>(6)</u>	12/15/2021	Common Stock (\$0.01 par value)	1,816 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLER SCOTT P 1301 MCKINNEY ST STE 1800 HOUSTON, TX 77010	SVP Op Svcs and Ch Admin Off

Signatures

By: Katherine I. Hargis, Attorney-in-fact for Scott P. Miller

02/06/2017

Signature of Reporting Person

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).

- In connection with the Issuer's reorganization pursuant to bankruptcy, all unvested restricted stock awards received 100% accelerated vesting. Pursuant to a reclassification exempt under Rule 16b-7, each then-vested share of Common Stock (\$0.10 par value) was cancelled, and new vested securities (Common Stock at \$0.01 par value) were issued to the insider, along with warrants described below.
- (1) The original number of shares of Common Stock (\$0.10 par value) disposed of in connection with the Issuer's reorganization was previously misstated.
- (2) The number of shares of Common Stock (\$0.01 par value) beneficially owned following the Issuer's reorganization was misstated in the Form 4 and Form 4/A filed on December 20, 2016 and December 22, 2016, respectively, and in the Form 4 filed on December 22, 2016.
- The withholding of shares of Common Stock for taxes relates to the accelerated vesting of equity compensation awards that occurred immediately prior to the Issuer's emergence from bankruptcy. For administrative reasons the shares were withheld from the newly issued Common Stock (par value \$0.01).
- (4) The number of warrants beneficially owned following the Issuer's reorganization was misstated in the Form 4 and Form 4/A filed on December 20, 2016 and December 22, 2016, respectively.
- (5) Each warrant will be exercisable for one share of Common Stock (\$0.01 par value) until the earlier to occur of the expiration date or the date of completion of a merger, sale or other reorganization transaction that results in the Common Stock being exchanged solely for cash.
- (6)

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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