

Soter Capital, LLC  
Form 4  
March 06, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Soter Capital, LLC

2. 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)

360 NORTH CRESCENT  
DRIVE, SOUTH BUILDING

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2019

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

BEVERLY HILLS, CA 90210

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/04/2019		P		22,347	A	\$ 2.86 (1)
							10,076,496 (2) (3) (4)
							D

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

**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 control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Soter Capital, LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		
Soter Capital Holdings, LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		
PE Soter Holdings, LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		
Platinum Equity Capital Soter Partners, L.P. 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		
Platinum Equity Partners III, LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		
Platinum Equity Investment Holdings III, LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		
PLATINUM EQUITY LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING		X		

BEVERLY HILLS, CA 90210

Gores Tom

360 NORTH CRESCENT DRIVE

SOUTH BUILDING

BEVERLY HILLS, CA 90210

X

## Signatures

See Exhibit 99.1 -

Signatures

03/06/2019

\_\_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).

The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide KEG, any security holder of

(1) KEG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth above.

(2) Includes 9,800,630 shares issued to Soter Capital, LLC ("Soter") in connection with issuer's emergence from bankruptcy on December 15, 2016 and Soter's participation in the related rights offering.

(3) Soter Capital Holdings, LLC ("SCH") is the sole member of Soter and may be deemed to beneficially own the common stock beneficially owned by Soter. PE Soter Holdings, LLC ("PESH") holds a majority membership interest in SCH and may be deemed to beneficially own the common stock beneficially owned by SCH. Platinum Equity Capital Soter Partners, L.P. ("PECSP") holds a majority membership interest in PESH and may be deemed to beneficially own the common stock beneficially owned by PESH. Platinum Equity Partners III, LLC ("PEP III") is the general partner of PECSP and may be deemed to beneficially own the common stock beneficially owned by PECSP.

(4) (Continued from Footnote 3) Platinum Equity Investment Holdings III, LLC ("PEIH III") is the senior managing member of PEP III and may be deemed to beneficially own the common stock beneficially owned by PEP III. Platinum Equity, LLC ("Platinum Equity") is the sole member of PEIH III and may be deemed to beneficially own the common stock beneficially owned by PEIH III. Tom Gores is the Chairman and Chief Executive Officer of Platinum Equity and may be deemed to beneficially own the common stock beneficially owned by Platinum Equity. Mr. Gores disclaims beneficial ownership of all the shares of common stock held by each of the entities listed above with respect to which he does not have a pecuniary interest.

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.