NATURAL GAS SERVICES GROUP INC Form S-1MEF March 02, 2006 As filed with the Securities and Exchange Commission on March 2, 2006

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-1

REGISTRATION STATEMENT

**UNDER** 

THE SECURITIES ACT OF 1933

NATURAL GAS SERVICES GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Colorado 3533 75-2811855
(State or Other Jurisdiction (Primary Standard Industrial (I.R.S. Employer of Incorporation or Organization) Classification Code Number) Identification Number)

2911 South County Road 1260 Midland, Texas 79706 (432) 563-3974

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal

Executive Offices)
Stephen C. Taylor
2911 South County Road 1260
Midland, Texas 79706

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy of all communications to:

(432) 563-3974

Thomas W. Ortloff Lynch, Chappell & Alsup, P.C. 300 N. Marienfeld, Suite 700 Midland, Texas 79701 (432) 683-3351 Charles H. Still, Jr.
Bracewell & Giuliani LLP
711 Louisiana Street, Suite 2300
Houston, Texas 77002
(713) 223-2300

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. b 333-130879

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**Calculation of Registration Fee** 

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, .01 par value	538,200 shares	\$17.50	\$9,418,500	\$1,008.00

#### **EXPLANATORY NOTE**

This Registration Statement is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (Registration No. 333-130879) filed by Natural Gas Services Group, Inc. with the Securities and Exchange Commission on January 6, 2006, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on February 16, 2006, are incorporated herein by reference.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Texas, on March 2, 2006.

# NATURAL GAS SERVICES GROUP, INC. By: /s/ Stephen C. Taylor

Stephen C. Taylor, Chairman of the Board, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature		Title	Date
/s/ Stephen C. Taylor		Chairman of the Board,	March 2, 2006
Stephen C. Taylor		President and Chief Executive Officer (Principal Executive Officer)	
/s/ Charles G. Curtis*		Director	March 2, 2006
Charles G. Curtis	S		
/s/ Paul D. Hensley*		Director	March 2, 2006
Paul D. Hensley			
/s/ William F. Hughes, Jr.*		Director	March 2, 2006
William F. Hugh	es, Jr.		
/s/ Gene A. Strasheim*		Director	March 2, 2006
Gene A. Strashei	m		
/s/ Richard L. Yadon*		Director	March 2, 2006
Richard L. Yador	n		
/s/ Earl R. Wait*		Vice President Accounting and	March 2, 2006
Earl R. Wait		Treasurer (Principal Accounting and Principal Financial Officer)	
*By:	/s/ Stephen C. Taylor		
	Stephen C. Taylor as Attorney-in-Fact		

### **EXHIBIT INDEX**

Exhibit No.	Description
5	Opinion of Jackson Kelly PLLC
23.1	Consent of Jackson Kelly PLLC (contained in Exhibit 5)
23.2	Consent of Hein & Associates LLP