

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

**Amendment No. 7  
to  
Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Liberty Oilfield Services Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1389**  
(Primary Standard Industrial  
Classification Code Number)  
**950 17th Street, Suite 2400**  
**Denver, Colorado 80202**  
**(303) 515-2800**

**81-4891595**  
(IRS Employer  
Identification No.)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Christopher A. Wright**  
**Chief Executive Officer**  
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**Approximate date of commencement of proposed sale of the securities to the public:**

**As soon as practicable after the effective date of this Registration Statement.**

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: ☐

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. ☐

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. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐  
(Do not check if a smaller reporting company)

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☒

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Class A common stock, par value \$0.01 per share . . . .	12,321,429	\$15.00	\$184,821,435	\$23,010.27

(1) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Includes 1,607,143 additional shares of Class A common stock that the underwriters have the option to purchase.

(2) Estimated solely for the purpose of calculating the registration fee.

(3) The Registrant previously paid the total registration fee of \$23,010.27 in connection with previous filings of this Registration Statement.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

**PRELIMINARY PROSPECTUS**  
(Subject to Completion, dated \_\_\_\_\_, 2017)

**10,714,286 Shares**



***Liberty Oilfield Services Inc.***

**CLASS A COMMON STOCK**

*This is the initial public offering of the Class A common stock of Liberty Oilfield Services Inc., a Delaware corporation. We are offering 10,714,286 shares of our Class A common stock. No public market currently exists for our Class A common stock. We are an “emerging growth company” and are eligible for reduced reporting requirements. Please see “Prospectus Summary—Emerging Growth Company Status” and “Risk Factors.”*

*We have been authorized to list our Class A common stock on the New York Stock Exchange under the symbol “BDFC.”*

*We anticipate that the initial public offering price will be between \$13.00 and \$15.00 per share.*

***Investing in our Class A common stock involves risks. Please see “Risk Factors” beginning on page 22 of this prospectus.***

	<u>Per share</u>	<u>Total</u>
Price to public .....	\$	\$
Underwriting discounts and commissions <sup>(1)</sup> .....	\$	\$
Proceeds to Liberty Oilfield Services Inc. (before expenses) .....	\$	\$

*(1) We refer you to “Underwriting (Conflicts of Interest)” beginning on page 135 of this prospectus for additional information regarding underwriting compensation.*

*We have granted the underwriters the option to purchase up to 1,607,143 additional shares of Class A common stock on the same terms and conditions set forth above if the underwriters sell more than 10,714,286 shares of Class A common stock in this offering.*

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.*

*The underwriters expect to deliver the shares on or about \_\_\_\_\_ 2017.*

**Morgan Stanley**

**Goldman Sachs & Co. LLC**

**Wells Fargo Securities**

**Citigroup**

**J.P. Morgan**

**Evercore ISI**

**Simmons & Company International**  
Energy Specialists of Piper Jaffray

**Tudor, Pickering, Holt & Co.**

**Houlihan Lokey Intrepid Partners Petrie Partners Securities**

**SunTrust**  
**Robinson Humphrey**

*Prospectus dated \_\_\_\_\_ 2017.*

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

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Neither we nor the underwriters have authorized anyone to provide you with information different from that contained in this prospectus and any free writing prospectus we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the underwriters are offering to sell shares of Class A common stock and seeking offers to buy shares of Class A common stock only in jurisdictions where offers and sales are permitted. The information in this prospectus is accurate only as of the date of this prospectus, regardless of the time of any sale of the Class A common stock. Our business, financial condition, results of operations and prospects may have changed since the date of this prospectus.

This prospectus contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. See “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements.”

### Industry and Market Data

The market data and certain other statistical information used throughout this prospectus are based on independent industry publications, government publications and other published independent sources, including data from Baker Hughes Incorporated and Coras Oilfield Research. Some data is also based on our good faith estimates. Although we believe these third-party sources are reliable as of their respective dates, neither we nor the underwriters have independently verified the accuracy or completeness of this information. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including those described in the section entitled “Risk Factors.” These and other factors could cause results to differ materially from those expressed in these publications.

We define “total U.S. marketable fracturing capacity” as total hydraulic horsepower (“HHP”) capable of fracturing a well, excluding stacked equipment not immediately available for service and equipment undergoing refurbishment or maintenance, as reported by an independent industry source.

We define “total U.S. fracturing capacity” as the total HHP, regardless of whether such HHP is active and deployed, marketable and not deployed or inactive, as reported by an independent industry source.

## PROSPECTUS SUMMARY

*This summary contains basic information about us and the offering. Because it is a summary, it does not contain all the information that you should consider before investing in our Class A common stock. You should read and carefully consider this entire prospectus before making an investment decision, especially the information presented under the heading “Risk Factors,” “Cautionary Note Regarding Forward-Looking Statements,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our combined financial statements and the accompanying notes included elsewhere in this prospectus.*

*Except as otherwise indicated or required by the context, all references in this prospectus to “Liberty Inc.,” the “Company,” “we,” “us” or “our” relate to Liberty Oilfield Services Inc. and its consolidated subsidiaries after giving effect to the corporate reorganization contemplated immediately prior to the completion of this offering. References in this prospectus to “Liberty LLC” refer to Liberty Oilfield Services New HoldCo LLC, the entity which will own our operating subsidiaries, Liberty Oilfield Services LLC (“Liberty Services”) and LOS Acquisition Co I LLC (“ACQI” and as combined, our “accounting predecessor”). References in this prospectus to “Liberty Holdings” refer to Liberty Oilfield Services Holdings LLC, the entity which currently owns our operating subsidiaries.*

*Except as otherwise indicated, all information contained in this prospectus assumes an initial public offering price of \$14.00 per share of Class A common stock (the mid-point of the range set forth on the cover of this prospectus) and that the underwriters do not exercise their option to purchase additional shares and excludes Class A common stock reserved for issuance under our long-term incentive plan and our Legacy Plan (as defined herein). While the equipment and amount of HHP required for a customer project varies, we calculate our total HHP, as used in this prospectus, by multiplying our number of fleets by 40,000 HHP.*

### LIBERTY OILFIELD SERVICES INC.

#### Overview

We are a rapidly growing independent provider of hydraulic fracturing services to onshore oil and natural gas exploration and production (“E&P”) companies in North America. We have grown organically from one active hydraulic fracturing fleet (40,000 HHP) in December 2011 to 18 active fleets (720,000 HHP) in November 2017. The demand for our hydraulic fracturing services exceeds our current capacity, and we expect, based on discussions with customers, to deploy two additional fleets (80,000 HHP) by the end of the first quarter of 2018, for a total of 20 active fleets (aggregating to a total of 837,500 HHP including additional supporting HHP). Our additional fleets consist of one fleet we recently acquired and are upgrading to our specifications and one ordered fleet currently being built to our specifications. We provide our services primarily in the Permian Basin, the Eagle Ford Shale, the Denver-Julesburg Basin (the “DJ Basin”), the Williston Basin and the Powder River Basin. Our customer base includes a broad range of E&P companies, including Extraction Oil & Gas, Inc., SM Energy Company, Continental Resources, Inc., Devon Energy Corporation, Newfield Exploration Company, Noble Energy, Inc., PDC Energy, Inc. and Anadarko Petroleum Corporation.

Our founders and existing management were pioneers in the development of data-driven hydraulic fracturing technologies for application in shale plays. Prior to founding Liberty Holdings, the majority of our management team founded and built Pinnacle Technologies, Inc. (“Pinnacle Technologies”) into a leading fracturing technology company. In 1992, Pinnacle Technologies developed the first commercial hydraulic fracture mapping technologies, analytical tools that played a major role in launching the shale revolution. Our extensive experience with fracture technologies and customized fracture design has enabled us to develop new technologies and processes that provide our customers with real time solutions that significantly enhance their

completions. These technologies include hydraulic fracture propagation models, reservoir engineering tools, large, proprietary shale production databases and multi-variable statistical analysis techniques. Taken together, these technologies have enabled us to be a leader in hydraulic fracture design innovation and application.

We believe the following characteristics distinguish us from our competitors and are the foundations of our business: forming ongoing partnerships of trust and innovation with our customers; developing and utilizing technology to maximize well performance; and promoting a people-centered culture focused on our employees, customers and suppliers. We have developed strong relationships with our customers by investing significant time in fracture design collaboration, which substantially enhances their production economics. Our technological innovations have become even more critical as E&P companies have increased the completion complexity and fracture intensity of horizontal wells. We are proactive in developing innovative solutions to industry challenges, including developing: (i) our proprietary databases of U.S. unconventional wells to which we apply our proprietary multi-variable statistical analysis technologies to provide differential insight into fracture design optimization; (ii) our Liberty Quiet Fleet™ design which significantly reduces noise levels compared to conventional hydraulic fracturing fleets; and (iii) our hydraulic fracturing fluid system tailored to the reservoir properties in the DJ Basin which materially reduces completion costs without compromising production. We foster a people-centered culture built around honoring our commitments to customers, partnering with our suppliers and hiring, training and retaining people that we believe to be the best talent in our field, enabling us to be one of the safest and most efficient hydraulic fracturing companies in the United States.

While our industry experienced a significant downturn from late 2014 through the first half of 2016, we significantly increased our capacity while maintaining full utilization. We performed approximately 50% more hydraulic fracturing stages in 2015 than in 2014 and approximately 20% more hydraulic fracturing stages in 2016 than in 2015. This trend has continued into 2017. During the downturn, total U.S. marketable fracturing capacity declined between 40% and 60%. In contrast, over 95% of our capacity was active and deployed during this period. We believe our utilization reflects the strong partnerships we have built with our customers and we believe these partnerships will continue to support the demand for our services as we deploy one new fleet and two upgraded fleets by the first quarter of 2018.

### ***Industry Trends and Market Recovery***

Demand for our hydraulic fracturing services is predominantly influenced by the level of drilling and completion by E&P companies, which, in turn, depends largely on the current and anticipated profitability of developing oil and natural gas reserves. More specifically, demand for our hydraulic fracturing services is driven by the completion of hydraulic fracturing stages in unconventional wells, which, in turn, is driven by several factors including rig count, well count, service intensity and the timing and style of well completions.

Overall demand and pricing for hydraulic fracturing services in North America has declined from their highs in late 2014 as a result of the downturn in hydrocarbon prices and the corresponding decline in E&P activity. While the pricing for our hydraulic fracturing services declined substantially, negatively affecting our revenue per average active HHP, and has not returned to its 2014 highs, the industry witnessed an increase in demand for these services beginning in the third quarter of 2016 and continuing into 2017 as hydrocarbon prices have recovered somewhat, and we are currently experiencing price increases and increases in our revenue per average active HHP. We expect this demand to continue to increase as E&P companies increase drilling and completion activities. According to Baker Hughes Incorporated's ("Baker Hughes") North American Rig Count, the number of active total rigs in the United States reached a recent low of 404, as reported on May 27, 2016, but has since increased by more than 122% to 898 active rigs as reported on November 3, 2017. If hydrocarbon prices stabilize at current levels or rise further, we expect to see further increased drilling and completion activity in the basins in which we operate. Should hydrocarbon prices decrease, our pricing and revenue per average active HHP may decrease due to lower demand for our services, negatively affecting our liquidity and financial



condition. Please see “Risk Factors—Risks Related to Our Business—Our business depends on domestic capital spending by the oil and natural gas industry, and reductions in capital spending could have a material adverse effect on our liquidity, results of operations and financial condition” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—How We Evaluate Our Operations.”

In addition to increased industry activity levels, we expect to benefit from increased horizontal drilling as well as other long-term macro industry trends that improve drilling economics such as (i) greater rig efficiencies that result in more wells drilled per rig in a given period and (ii) increased complexity and service intensity of well completions, including longer wellbore laterals, more and larger fracturing stages and higher proppant usage per well.

These industry trends will directly benefit hydraulic fracturing companies like us that have the expertise and technological ability to execute increasingly complex and intense well completions. Given the improved returns that E&P companies have reported for new well completions, we expect these industry trends to continue.

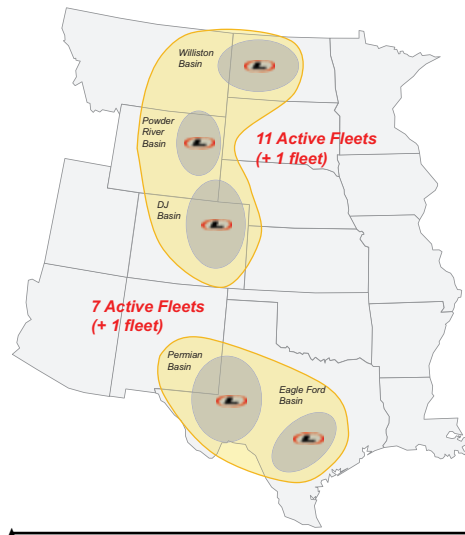
We believe industry contraction and the resulting reduction in total U.S. marketable fracturing capacity since late 2014 will benefit us as industry demand increases. Industry sources report this capacity has declined between 40% and 60% from its peak of approximately 17 million HHP in 2014 and approximately 75% of this capacity is currently active and deployed. A number of our competitors have filed for bankruptcy or have otherwise undergone substantial debt restructuring, significantly reducing available capital and their ability to quickly redeploy fleets. In contrast, our rigorous preventive maintenance program, in addition to scheduled and in-process fleet additions and upgrades, has positioned us well to benefit from improving market dynamics. During the recent downturn, many oilfield service companies significantly reduced their employee headcounts, which will constrain their ability to quickly reactivate fleets. Over the same period, we retained our high quality and experienced employees, did not conduct lay offs and substantially increased our workforce.

### **Our Competitive Strengths**

We believe that the following strengths will position us to achieve our primary business objective of creating value for our shareholders:

- *High-quality service with a focus on technology that improves well results.* We seek to distinguish ourselves by providing industry-leading, customer-focused service in a flexible, safe and consistent manner. The cornerstone of our technological advantage is a series of proprietary databases of U.S. unconventional wells that include production data, completion designs and reservoir characteristics. We utilize these databases to perform multi-variable statistical analysis that generates differential insight into fracture design optimization to enhance our customers’ production economics. Our emphasis on data analytics is also deployed during job execution through the use of real-time feedback on variables that maximizes customer returns by improving cost-effective hydraulic fracturing operations. This attention to detail results in faster well completions, limited downtime and enhanced production results for our customers.
- *Significant and increasing scale in unconventional basins.* We provide our services primarily in the Permian Basin, the Eagle Ford Shale, the DJ Basin, the Williston Basin and the Powder River Basin, which are among the most active basins in North America. According to Baker Hughes, these regions collectively accounted for 58% of the active rigs in North America as of November 3, 2017. Based on discussions with our customers, we expect to deploy two additional fleets (80,000 HHP) to these regions once they are completed, which we currently anticipate occurring by the end of the first quarter of 2018. The demand for our hydraulic fracturing services exceeds our current capacity, and we expect

to continue to increase our scale in these regions in response to customer demand. The map below represents our current and projected areas of operation and fleets deployed in each area:



- Innovative approach to engineering and operations.* We believe our focus on providing innovative solutions to customers distinguishes us from our competitors. We believe that publicly available production data, together with completion efficiency data published by our customers, shows that our innovations in stimulation design and execution help our clients complete more productive and cost effective wells in shorter times, while improving our operating results. These innovations include custom fluid systems, perforating strategies and pressure analysis techniques. For example, we developed a customized hydraulic fracturing fluid (“Liberty Spirit™”) for our customers in the DJ Basin. Liberty Spirit™ fills the gap between slickwater and conventional cross-linked gel fluid systems and has materially reduced completion costs without compromising production. Our culture of innovation and problem solving also extends to the operational aspects of fracture stimulation. Novel equipment and applications help ensure that our service is provided with less impact on the environment. We spent two years developing our Liberty Quiet Fleet™ design that materially reduces noise levels compared to conventional fracturing fleets, providing customers increased flexibility in the location of drilling pads and promoting the necessary community support for development in populated areas. We deployed a number of fleets capable of operating on either diesel or natural gas (“dual fuel fleets”), which lower emissions relative to traditional fracturing fleets. In addition, our containerized sand delivery program reduces dust and noise and minimizes trucking demurrage typically associated with proppant delivery to the well site. These innovations demonstrate our commitment to identifying and addressing the needs of our customers to reduce their costs and maximize their returns. Finally, we were the first company to partner with a third-party development company in the creation and testing of a new technology that is designed to add proppant downstream of the high pressure pumps. This technology (the “Vorteq Missile™”) is projected to be commercial in 2018 and is designed to significantly reduce our maintenance costs, minimize downtime due to jobsite pump failure and extend the useful lives of high pressure pumps.
- Long-term relationships with a diverse customer base of E&P companies.* We have developed long term partnerships with our customers through a continuous dialogue focused on their production economics. We target customers who will take advantage of our technological innovations to maximize well performance. Further, we have a proven track record of executing our customers’ plans and delivering on time and in line with expected costs. Our customer base includes a broad range of E&P companies, including some of the top E&P companies in our areas of operation such as Continental

Resources, Inc., Devon Energy Corporation, Noble Energy, Inc., PDC Energy, Inc. and Anadarko Petroleum Corporation. We have several customers, including Extraction Oil & Gas, Inc. and SM Energy Company, for whom we were the predominant provider of fracturing services in 2016. Our customer relationships enabled us to maintain higher utilization and stronger financial results than many of our competitors during the recent downturn. Our technological innovations, customer-tailored approach and track record of consistently providing high-quality, safe and reliable service has allowed us to develop long-term customer partnerships, which we believe makes us the service provider of choice for many of our customers. Customer demand for our services has driven our expansion into other basins and accounted for the prompt utilization of newly deployed equipment. For example, we recently expanded into the Eagle Ford Shale in response to customer requests. We expect that our customers will continue to encourage and support our growth into other basins, reducing the risks associated with geographic expansion.

- *Deep-rooted, employee-centered culture with a track-record of providing safe and reliable services.* We believe one of our key competitive advantages is our people. Our highly trained, experienced and motivated employees are critical to delivering our hydraulic fracturing services. Taking care of our employees is one of our top priorities, and we continually invest in hiring, training and retaining the employees we believe to be the best in our field. During the recent downturn, we did not lay off employees, and in our first employee cost-cutting measure, our executives reduced their salaries in early 2015. Our entire employee team contributed to cost reductions through variable compensation and benefits and selected furloughs. We believe that our employee-centered culture directly results in our employee turnover rates being substantially lower than our primary competitors, as evidenced by the fact that our employee base remained stable between 2014 and 2015 while our primary competitors reduced their employees by between approximately 30% and 50% over the same period. We focus on individual contributions and team success to foster a culture built around operational excellence and superior safety. As a result, we are among the safest service providers in the industry with a constant focus on health, safety and environmental (“HSE”) performance and service quality, as evidenced by an average incident rate that was less than half of the industry average from 2013 to 2015. Our employee-centered focus and reputation for safety has enabled us to obtain projects from industry leaders with some of the most demanding safety and operational requirements.
- *Diverse and innovative supply chain network.* We have a dedicated supply chain team that manages sourcing and logistics to ensure flexibility and continuity of supply in a cost-effective manner across all areas of our operations. We have built long-term relationships with multiple industry-leading suppliers of proppant, chemicals and hydraulic fracturing equipment. Our proppant needs are secured by a diverse set of long-term contracts at attractive prices reflecting current market conditions. For 2017, we do not expect any single proppant supplier to account for more than 25% of total supply. Our focus on technology and innovation also permeates our approach to our supply chain. For example, we are implementing a containerized sand solution across our fleets that streamlines delivery time, reduces dust and minimizes trucking demurrage typically associated with proppant delivery to the well site. We believe our supply chain provides a secure supply of high-quality proppant, chemicals and hydraulic fracturing equipment that will allow us to quickly respond during periods of increased demand for our services.
- *High-quality and well-maintained fleets.* Our hydraulic fracturing fleets are comprised of high-quality, heavy-duty equipment designed with a lowest total cost of ownership philosophy. Taking a full life cycle view during the equipment design and fabrication process enables us to reduce operational downtime and maintenance costs, while enhancing our ability to provide reliable, consistent service. Our modern fleets have an average age of approximately 3.0 years. We have purchased or ordered 11 new fleets (440,000 HHP) since 2012. In 2016, we took advantage of the industry downturn and more than doubled our capacity through the opportunistic acquisitions of nine fleets (360,000 HHP) built within the last



seven years and are investing significant capital to upgrade them to our specifications. Taken together, we expect to have 20 fleets (aggregating to a total of 837,500 HHP including additional supporting HHP) deployed to customers before the end of the first quarter of 2018. We believe that our modern, well-maintained fleets allow us to provide a high level of service to our customers. In addition, we have built a strong relationship with the assembler of our custom-designed hydraulic fracturing fleets and believe we will continue to have timely access to new, high capability fleets as we continue to grow.

- Experienced, incentivized and proven management team and supportive sponsor.* Our founders and existing management were pioneers in the development of data-driven hydraulic fracturing technologies for application in shale plays. Prior to founding Liberty Holdings, the majority of our management team founded and built Pinnacle Technologies into a leading fracturing technology company. In 1992, Pinnacle Technologies developed the first commercial hydraulic fracture mapping technologies, analytical tools that played a leading role in launching the shale revolution. Our management team has an average of over 20 years of oilfield services experience, and the majority of our management team worked together before founding Liberty Holdings. In addition, our chief executive officer is also the Executive Chairman of Liberty Resources LLC (“Liberty Resources”), an affiliated E&P company primarily operating in the Williston Basin, which gives us insight into our customers’ needs. We have partnered with Liberty Resources and other customers to demonstrate, by application, the effectiveness of certain of our technological innovations. Further, our management team has significant equity ownership in us, which aligns their incentives with the investors in this offering. Following this offering, our executive officers will own an approximate 5.1% economic interest in us. In addition, following the offering, funds affiliated with Riverstone Holdings LLC (“Riverstone”), an energy- and power-focused private investment firm founded in 2000 with approximately \$37 billion of capital raised, will own a significant economic interest in us. We believe that we have benefited from Riverstone’s involvement in our business and expect to continue to benefit from their ongoing involvement following this offering.

## Our Business Strategy

We believe that we will be able to achieve our primary business objective of creating value for our shareholders by executing on the following strategies:

- Expand through continued organic growth.* We have deployed 12 fleets (480,000 HHP) based on customer demand since June 2016 and plan to deploy two more fleets (80,000 HHP) in response to existing customer demand by the end of the first quarter of 2018. Because the demand for our services exceeds our current deployed and active capacity, we intend to use a portion of the proceeds from this offering and future revenue to fund the remaining construction, refurbishment and upgrade costs for additional fleets to be deployed beginning in the second half of 2018. We may also selectively pursue attractive asset acquisitions that meet our quality standards and targeted returns on invested capital and that enhance our market positioning and geographic presence. We believe this strategy will facilitate the continued expansion of our customer base and geographic presence.
- Capitalize on the recovery and long-term trends within unconventional resource plays.* According to Baker Hughes’ North American Rig Count, the number of active rigs in the United States reached a recent low of 404 as reported on May 27, 2016 but has since recovered by more than 122% to 898 active rigs on November 3, 2017. More specifically, the number of active rigs located in the basins where we primarily conduct operations grew by 158%, from a low of 201 active rigs to 519 active rigs over the same period. In addition to the recent increase in rig count, we have witnessed a longer term trend in increased horizontal drilling activity and intensity as evidenced by the proportion of active horizontal rigs today relative to the number of total active rigs and the amount of proppant utilized per horizontal well, which is a measure of fracturing intensity. For example, according to Baker Hughes, as

reported on November 3, 2017, horizontal rigs accounted for approximately 85% of all rigs drilling in the United States, up from 74% as of December 31, 2014. Further, Coras Oilfield Research (“Coras”) reports that the amount of proppant used per horizontal well has grown from six million pounds per well in 2014 to over ten million pounds per well in 2016. Our services are essential to the development of oil and natural gas wells in the major shale plays that we serve in the United States. As a result of these trends of increased activity and intensity, the prices we are able to charge for our hydraulic fracturing services have begun to recover and we expect further price strengthening.

- *Developing and expanding relationships with existing and new customers.* We target customers that we believe value our technological approach, have highly prospective unconventional resources, value safe and efficient operations, have the financial stability and flexibility to weather industry cycles and seek to work with us to improve their production. We believe our high-quality fleets, innovative engineering and technology solutions and extensive geographic footprint in some of the most active basins position us to expand and develop relationships with our existing and new customers. These qualities, combined with our past performance, have resulted in the renewal and new award of service work and our expansion into additional basins based on customer demand, including our recent expansion into the Eagle Ford Shale. By entering into new basins in response to specific customer requests, we believe we are able to reduce the risks associated with the expansion of our geographic footprint. We believe these relationships provide us an attractive revenue stream while leaving us the ability to increase our market share in certain basins and enter into new basins as industry demand and pricing continue to recover.
- *Continue to focus on our employee-centered culture.* We intend to continue to focus on our employee-centered culture in order to maintain our status as an efficient, safe and responsible service provider to our customers. Our low employee turnover allows us to promote existing employees to manage new hydraulic fracturing fleets and organically grow our operating expertise. This organic growth is essential in achieving the expertise and level of customer service we strive to provide each of our customers. As a result, we plan to continue to invest in our employees through personal, professional and job-specific training to attract and retain the best individuals in our areas of operation.
- *Investing further in our technological innovation.* We work closely with our customers to develop new data-driven technologies to help them complete more productive and cost-efficient wells in shorter times and with less impact on their surroundings while increasing the useful life of our equipment. We use our series of proprietary databases of U.S. unconventional wells (including, for example, production data and completion data) that we continually update and to which we apply our proprietary multi-variable statistical analysis techniques to provide differential insight into fracture design optimization for each of our customers in their particular development areas. We also develop custom fluid systems, proppant logistics solutions, perforating strategies and pressure analysis techniques for our customers. In addition, we provide real-time monitoring of our operations to our customers and work with them to lower their cost per barrel of oil equivalent (“BOE”). The data from this monitoring also allows us to increase our efficiency and lower our maintenance costs. Further, our close customer relationships allow us to identify problems E&P companies are experiencing in the areas in which we operate and be proactive in developing solutions.
- *Maintain a conservative balance sheet.* We seek to maintain a conservative balance sheet, which allows us to better react to changes in commodity prices and related demand for our services, as well as overall market conditions. We expect to finance our organic growth primarily with cash generated from our operations, availability under our ABL Credit Facility, as described below, and proceeds from this offering.

## Recent Developments

### Debt Refinancing

On September 19, 2017, Liberty Services and ACQI entered into two new credit facilities (the “Credit Facilities”), consisting of a \$175 million, five-year term loan (the “Term Loan Facility”) and a \$250 million asset-based revolving credit facility subject to a borrowing base (the “ABL Credit Facility”). The ABL Credit Facility also has a term of approximately five years. Concurrent with entering into the Credit Facilities, Liberty Services and ACQI repaid and terminated its prior credit facility (the “Prior Credit Facility”).

### *Titan Frac Acquisition*

On February 9, 2017, we entered into a definitive agreement to purchase hydraulic fracturing assets (112,500 HHP) owned by Titan Frac Services LLC (the “Titan Frac Acquisition”) for \$65 million. We expect 2017 capital expenditures of approximately \$5 million to upgrade these assets to our specifications. We closed the Titan Frac Acquisition in late February 2017.

## Corporate Reorganization

We were incorporated as a Delaware corporation in December 2016. Following this offering and the related transactions, we will be a holding company whose only material asset will consist of membership interests in Liberty LLC. Liberty LLC owns all of the outstanding equity interest in the subsidiaries through which we operate our assets. After the consummation of the transactions contemplated by this prospectus, we will be the sole managing member of Liberty LLC and will be responsible for all operational, management and administrative decisions relating to Liberty LLC’s business and will consolidate financial results of Liberty LLC and its subsidiaries.

In connection with the offering:

- (a) Liberty Holdings will contribute all of its assets to Liberty LLC in exchange for ownership interests in Liberty LLC, which we refer to in this prospectus as “Liberty LLC Units”;
- (b) Liberty Holdings will liquidate and distribute to its existing owners, including affiliates of Riverstone and certain members of our management team (the “Legacy Owners”), Liberty LLC Units in accordance with its limited liability company agreement;
- (c) certain of the Legacy Owners will directly or indirectly contribute all of their Liberty LLC Units to Liberty Inc. (we refer to such Legacy Owners as the “Exchanging Owners”) in exchange for 29,725,937 shares of Class A common stock;
- (d) certain of the Legacy Owners will contribute only a portion of their Liberty LLC Units to Liberty Inc. (we refer to such Legacy Owners as the “Liberty Unit Holders”) in exchange for 4,671,929 shares of Class A common stock and will continue to directly own a portion of the Liberty LLC Units following this offering;
- (e) Liberty Inc. will issue 10,714,286 shares of Class A common stock to purchasers in this offering in exchange for the proceeds of this offering;
- (f) Liberty Inc. will issue to each Liberty Unit Holder a number of shares of Class B common stock equal to the number of Liberty LLC Units held by such Liberty Unit Holder following this offering; and
- (g) Liberty Inc. will contribute the net proceeds of this offering to Liberty LLC in exchange for an additional number of Liberty LLC Units such that Liberty Inc. holds a total number of Liberty LLC Units equal to the number of shares of Class A common stock outstanding following this offering.

After giving effect to these transactions and the offering contemplated by this prospectus, Liberty Inc. will own an approximate 38.8% interest in Liberty LLC (or 39.7% if the underwriters' option to purchase additional shares is exercised in full), and the Liberty Unit Holders will own an approximate 61.2% interest in Liberty LLC (or 60.3% if the underwriters' option to purchase additional shares is exercised in full) and all of the Class B common stock. Please see "Principal Shareholders."

Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by shareholders generally. Holders of Class A common stock and Class B common stock will vote together as a single class on all matters presented to our shareholders for their vote or approval, except as otherwise required by applicable law or by our amended and restated certificate of incorporation. We do not intend to list Class B common stock on any exchange.

Following this offering, under the Amended and Restated Limited Liability Company Agreement of Liberty LLC (the "Liberty LLC Agreement"), each Liberty Unit Holder will, subject to certain limitations, have the right (the "Redemption Right") to cause Liberty LLC to acquire all or a portion of its Liberty LLC Units for, at Liberty LLC's election, (i) shares of our Class A common stock at a redemption ratio of one share of Class A common stock for each Liberty LLC Unit redeemed, subject to conversion rate adjustments for stock splits, stock dividends and reclassification and other similar transactions or (ii) an equivalent amount of cash. We will determine whether to issue shares of Class A common stock or cash based on facts in existence at the time of the decision, which we expect would include the relative value of the Class A common stock (including trading prices for the Class A common stock at the time), the cash purchase price, the availability of other sources of liquidity (such as an issuance of preferred stock) to acquire the Liberty LLC Units and alternative uses for such cash. Alternatively, upon the exercise of the Redemption Right, Liberty Inc. (instead of Liberty LLC) will have the right (the "Call Right") to, for administrative convenience, acquire each tendered Liberty LLC Unit directly from the redeeming Liberty Unit Holder for, at its election, (x) one share of Class A common stock or (y) an equivalent amount of cash. In addition, upon a change of control of Liberty Inc., Liberty Inc. has the right to require each holder of Liberty LLC Units (other than Liberty Inc.) to exercise its Redemption Right with respect to some or all of such unitholder's Liberty LLC Units. In connection with any redemption of Liberty LLC Units pursuant to the Redemption Right or our Call Right, the corresponding number of shares of Class B common stock will be cancelled. See "Certain Relationships and Related Party Transactions—Liberty LLC Agreement." The Legacy Owners will have the right, under certain circumstances, to cause us to register the offer and resale of their shares of Class A common stock. See "Certain Relationships and Related Party Transactions—Registration Rights Agreement."

Liberty Inc.'s acquisition (or deemed acquisition for U.S. federal income tax purposes) of Liberty LLC Units in connection with this offering or pursuant to an exercise of the Redemption Right or the Call Right is expected to result in adjustments to the tax basis of the tangible and intangible assets of Liberty LLC, and such adjustments will be allocated to Liberty Inc. These adjustments would not have been available to Liberty Inc. absent its acquisition or deemed acquisition of Liberty LLC Units and are expected to reduce the amount of cash tax that Liberty Inc. would otherwise be required to pay in the future. In addition, Liberty Inc. will have certain net operating losses available to it as a result of certain reorganization transactions entered into in connection with this offering which may also reduce the amount of cash tax that Liberty Inc. is required to pay in the future.

We will enter into two tax receivable agreements, which we refer to as the "Tax Receivable Agreements," with the Liberty Unit Holders and R/C Energy IV Direct Partnership, L.P. ("R/C Energy"), whom we collectively refer to as the "TRA Holders."

The first of the Tax Receivable Agreements, which we will enter into with the Liberty Unit Holders, generally provides for the payment by us to such TRA Holders of 85% of the net cash savings, if any, in U.S. federal, state and local income and franchise tax (computed using simplifying assumptions to address the impact of state and local taxes) that we actually realize (or are deemed to realize in certain circumstances) in periods

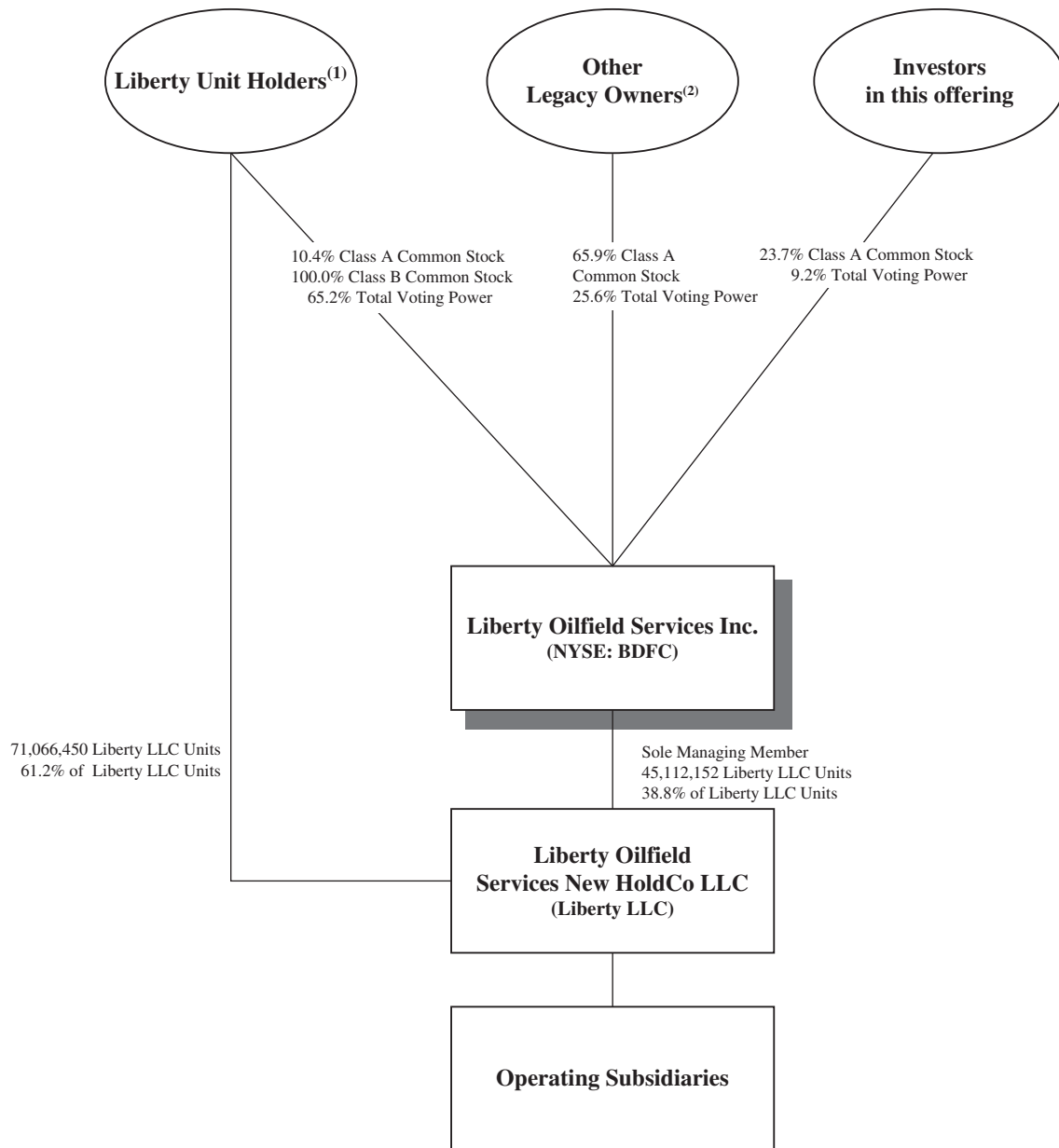
after this offering as a result of, as applicable to each such TRA Holder, (i) certain increases in tax basis that occur as a result of our acquisition (or deemed acquisition for U.S. federal income tax purposes) of all or a portion of such TRA Holder's Liberty LLC Units in connection with this offering or pursuant to the exercise of the Redemption Right or our Call Right and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, any payments we make under such Tax Receivable Agreement.

The second of the Tax Receivable Agreements, which we will enter into with R/C Energy, generally provides for the payment by us to such TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income and franchise tax (computed using simplifying assumptions to address the impact of state and local taxes) that we actually realize (or are deemed to realize in certain circumstances) in periods after this offering as a result of, as applicable to such TRA Holder, (i) any net operating losses available to us as a result of certain reorganization transactions entered into in connection with this offering and (ii) imputed interest deemed to be paid by us as a result of any payments we make under such Tax Receivable Agreement.

Payments will generally be made under the Tax Receivable Agreements as we realize actual cash tax savings in periods after this offering from the tax benefits covered by the Tax Receivable Agreements. However, if we experience a change of control (as defined under the Tax Receivable Agreements, which includes certain mergers, asset sales and other forms of business combinations) or the Tax Receivable Agreements terminate early (at our election or as a result of our breach), we could be required to make a substantial, immediate lump-sum payment in advance of any actual cash tax savings. We will be dependent on Liberty LLC to make distributions to us in an amount sufficient to cover our obligations under the Tax Receivable Agreements.



The following diagram indicates our simplified ownership structure immediately following this offering and the transactions related thereto (assuming that the underwriters' option to purchase additional shares is not exercised):



(1) Consists of Legacy Owners including certain members of our management and Riverstone.

(2) Includes the Exchanging Owners who consist of affiliates of Riverstone, certain members of management and other Legacy Owners.

## Our Principal Shareholders

Upon completion of this offering, the Legacy Owners will initially own 71,066,450 Liberty LLC Units, 34,397,866 shares of Class A common stock, representing approximately 29.6% of the voting power of the Company, and 71,066,450 shares of Class B common stock, representing approximately 61.2% of the voting power of the Company. For more information on our corporate reorganization and the ownership of our common stock by our principal shareholders, see “Corporate Reorganization” and “Principal Shareholders.”

Funds affiliated with Riverstone own a substantial interest in Liberty Inc. and Liberty LLC. Riverstone is an energy- and power-focused private investment firm founded in 2000 by David M. Leuschen and Pierre F. Lapeyre, Jr. with over \$37 billion of capital raised. Riverstone conducts buyout and growth capital investments in the E&P, midstream, oilfield services, power, and renewable sectors of the energy industry. With offices in New York, London, Houston and Mexico City, Riverstone has committed more than \$36 billion to more than 130 investments in North America, Latin America, Europe, Africa, Asia and Australia.

## Risk Factors

Investing in our Class A common stock involves risks. You should read carefully the section of this prospectus entitled “Risk Factors” beginning on page 22 for an explanation of these risks before investing in our Class A common stock. In particular, the following considerations may offset our competitive strengths or have a negative effect on our strategy or operating activities, which could cause a decrease in the price of our Class A common stock and a loss of all or part of your investment.

- Our business depends on domestic capital spending by the oil and natural gas industry, and reductions in capital spending could have a material adverse effect on our liquidity, results of operations and financial condition.
- The volatility of oil and natural gas prices may adversely affect the demand for our hydraulic fracturing services and negatively impact our results of operations.
- Our operations are subject to inherent risks, some of which are beyond our control. These risks may be self-insured, or may not be fully covered under our insurance policies.
- Reliance upon a few large customers may adversely affect our revenue and operating results.
- We face intense competition that may cause us to lose market share and could negatively affect our ability to market our services and expand our operations.
- We rely on a limited number of third parties for sand, proppant and chemicals, and delays in deliveries of such materials or increases in the cost of such materials could harm our business, results of operations and financial condition.
- We currently rely on one assembler and a limited number of suppliers for major equipment to both build new fleets and upgrade any fleets we acquire to our custom design, and our reliance on these vendors exposes us to risks including price and timing of delivery.
- Delays or restrictions in obtaining permits by us for our operations or by our customers for their operations could impair our business.
- Federal, state and local legislative and regulatory initiatives relating to induced seismicity and hydraulic fracturing as well as governmental reviews of such activities may serve to limit future oil and natural gas exploration and production activities and could have a material adverse effect on our results of operations and business.
- We are subject to environmental and occupational health and safety laws and regulations that may expose us to significant costs and liabilities.

- We rely on a few key employees whose absence or loss could adversely affect our business.
- We are a holding company. Our sole material asset after completion of this offering will be our equity interest in Liberty LLC, and we will be accordingly dependent upon distributions from Liberty LLC to pay taxes, make payments under the Tax Receivable Agreements and cover our corporate and other overhead expenses.
- If we experience a change of control (as defined under the Tax Receivable Agreements, which includes certain mergers, asset sales and other forms of business combinations) or the Tax Receivable Agreements terminate early (at our election or as a result of our breach), we could be required to make a substantial, immediate lump-sum payment. This payment would equal the present value of hypothetical future payments that could be required to be paid under the Tax Receivable Agreements (determined by applying a discount rate equal to the long-term Treasury rate in effect on the applicable date plus 300 basis points).
- The Legacy Owners have the ability to direct the voting of a majority of our voting stock, and their interests may conflict with those of our other stockholders.
- Riverstone and its respective affiliates are not limited in their ability to compete with us, and the corporate opportunity provisions in our amended and restated certificate of incorporation could enable Riverstone to benefit from corporate opportunities that might otherwise be available to us.

### **Emerging Growth Company Status**

We are an “emerging growth company” within the meaning of the federal securities laws. For as long as we are an emerging growth company, we will not be required to comply with certain requirements that are applicable to other public companies that are not “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) and the reduced disclosure obligations regarding executive compensation in our periodic reports. In addition, Section 107 of the Jumpstart Our Business Startups Act (the “JOBS Act”) provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the “Securities Act”), for complying with new or revised accounting standards, but we have irrevocably opted out of the extended transition period and, as a result, we will adopt new or revised accounting standards on the relevant dates in which adoption of such standards is required for other public companies. We have elected to adopt certain of the reduced disclosure requirements available to emerging growth companies. For a description of the qualifications and other requirements applicable to emerging growth companies and certain elections that we have made due to our status as an emerging growth company, see “Risk Factors—Related to this Offering and Our Class A Common Stock—For as long as we are an emerging growth company, we will not be required to comply with certain reporting requirements, including those relating to accounting standards and disclosure about our executive compensation, that apply to other public companies.”

### **Controlled Company Status**

Because the Liberty Unit Holders, together with affiliates of Riverstone, will initially own 71,066,450 Liberty LLC Units, 20,418,146 shares of Class A common stock and 71,066,450 shares of Class B common stock, representing approximately 78.7% of the voting power of our company following the completion of this offering, we expect to be a controlled company as of the completion of the offering under the Sarbanes-Oxley Act and rules of the New York Stock Exchange (the “NYSE”). A controlled company does not need its board of directors to have a majority of independent directors or to form an independent compensation or nominating and corporate governance committee. As a controlled company, we will remain subject to rules of Sarbanes-Oxley and the NYSE that require us to have an audit committee composed entirely of independent directors. Under these rules,

we must have at least one independent director on our audit committee by the date our Class A common stock is listed on the NYSE, at least two independent directors on our audit committee within 90 days of the listing date, and at least three independent directors on our audit committee within one year of the listing date. We expect to have four independent directors upon the closing of this offering.

If at any time we cease to be a controlled company, we will take all action necessary to comply with Sarbanes-Oxley and rules of the NYSE, including by appointing a majority of independent directors to our board of directors and ensuring we have a compensation committee and a nominating and corporate governance committee, each composed entirely of independent directors, subject to a permitted “phase-in” period.

Initially, our board of directors will consist of a single class of directors each serving one-year terms. After we cease to be a controlled company, our board of directors will be divided into three classes of directors, with each class as equal in number as possible, serving staggered three-year terms, and such directors will be removable only for “cause.” See “Management—Status as a Controlled Company.” In connection with this offering, we will enter into a stockholders’ agreement with Riverstone, affiliates of Laurel Road, LLC (“Laurel”) and Spruce Road, LLC and certain investors in Spruce Road, LLC (“Spruce” and together with Riverstone and Laurel, the “Principal Stockholders”). The stockholders’ agreement provides Riverstone with the right to designate a certain number of nominees to our board of directors so long as Riverstone and its affiliates collectively beneficially own at least 10% of the outstanding shares of our Class A common stock. In addition, the stockholders’ agreement provides Riverstone the right to approve certain material transactions so long as Riverstone and its affiliates own at least 20% of the outstanding shares of our Class A common stock. See “Certain Relationships and Related Party Transactions—Stockholders’ Agreement.”

### **Our Offices**

Our principal executive offices are located at 950 17<sup>th</sup> Street, Suite 2400, Denver, Colorado 80202, and our telephone number at that address is (303) 515-2800. Our website address is [www.libertyfrac.com](http://www.libertyfrac.com). Information contained on our website does not constitute part of this prospectus.

## THE OFFERING

Class A common stock offered by us . . . . .	<u>10,714,286</u> shares ( <u>12,321,429</u> shares if the underwriters' option to purchase additional shares is exercised in full).
Class A common stock to be outstanding immediately after completion of this offering . . . . .	<u>45,112,152</u> shares ( <u>46,719,295</u> shares if the underwriters' option to purchase additional shares is exercised in full).
Class B common stock to be outstanding immediately after completion of this offering . . . . .	<u>71,066,450</u> shares, or one share for each Liberty LLC Unit held by the Liberty Unit Holders immediately following this offering. Class B shares are non-economic. In connection with any redemption of Liberty LLC Units pursuant to the Redemption Right or our Call Right, the corresponding number of shares of Class B common stock will be cancelled.
Voting power of Class A common stock after giving effect to this offering . . . . .	<u>38.8%</u> (or <u>100.0%</u> if all outstanding Liberty LLC Units held by the Liberty Unit Holders were redeemed (along with a corresponding number of shares of our Class B common stock) for newly issued shares of Class A common stock on a one-for-one basis). Upon completion of this offering, the Exchanging Owners and the Liberty Unit Holders will initially own <u>29,725,937</u> and <u>4,671,929</u> shares of Class A common stock, respectively, representing approximately <u>25.6%</u> and <u>4.0%</u> of the voting power of the Company, respectively.
Voting power of Class B common stock after giving effect to this offering . . . . .	<u>61.2%</u> (or 0% if all outstanding Liberty LLC Units held by the Liberty Unit Holders were redeemed (along with a corresponding number of shares of our Class B common stock) for newly issued shares of Class A common stock on a one-for-one basis). Upon completion of this offering the Liberty Unit Holders will initially own <u>71,066,450</u> shares of Class B common stock, representing approximately <u>61.2%</u> of the voting power of the Company. The Exchanging Owners will not own any shares of Class B common stock.
Voting rights . . . . .	Each share of our Class A common stock entitles its holder to one vote on all matters to be voted on by shareholders generally. Each share of our Class B common stock entitles its holder to one vote on all matters to be voted on by shareholders generally. Holders of our Class A common stock and Class B common stock vote together as a single class on all matters presented to our shareholders for their vote or approval, except as otherwise required by applicable law or by our amended and restated certificate of incorporation. See "Description of Capital Stock."



Use of proceeds .....	<p>We expect to receive approximately <u>\$132.0 million</u> of net proceeds from the sale of Class A common stock offered by us after deducting underwriting discounts and estimated offering expenses payable by us (<u>\$153.2 million of net proceeds if the underwriters' option to purchase additional shares is exercised</u>).</p> <p>We intend to contribute the net proceeds of this offering received by us to Liberty LLC in exchange for Liberty LLC Units. Liberty LLC will use the net proceeds (i) to <u>repay our outstanding borrowings and accrued interest under our ABL Credit Facility, totaling approximately \$54.8 million as of November 9, 2017</u>, (ii) to <u>repay 35% of our outstanding borrowings, accrued interest and prepayment premium under the Term Loan Facility, totaling approximately \$62.5 million as of November 9, 2017</u> and (iii) for general corporate purposes, including <u>additional repayment of debt and funding a portion of our 2017 and other future capital expenditures</u>. We intend to use any net proceeds received by us from the exercise of the underwriters' option for general corporate purposes, including funding a portion of our 2017 and other future capital expenditures. Please see "Use of Proceeds."</p>
Conflicts of Interest .....	<p>Because a repayment of a portion of outstanding borrowings under the <u>ABL Credit Facility</u> by Liberty LLC <u>may result in at least 5% of the net proceeds of this offering being paid to affiliates of Goldman Sachs &amp; Co. LLC, J.P. Morgan Securities LLC, Wells Fargo Securities LLC and Citigroup Global Markets Inc.</u> who are lenders under the <u>ABL Credit Facility</u>, a "conflict of interest" <u>may be deemed to exist under Rule 5121(f)(5)(C)(i) of the Financial Industry Regulatory Authority, Inc. ("FINRA")</u>. This offering is being made in compliance with the requirements of FINRA Rule 5121, which requires a "qualified independent underwriter," as defined by the FINRA rules, to participate in the preparation of the registration statement and the prospectus and exercise the usual standards of due diligence in respect thereto.</p> <p><u>                    </u> has agreed to serve in that capacity. We <u>have also agreed to indemnify <u>                    </u> against liabilities incurred in connection with acting as a qualified independent underwriter, including liabilities under the Securities Act. To comply with FINRA Rule 5121, Goldman Sachs &amp; Co. LLC, J.P. Morgan Securities LLC, Wells Fargo Securities, LLC and Citigroup Global Markets Inc. will not confirm sales to any account over which they exercise discretionary authority without the specific written approval of the transaction of the account holder. For more information, please see "Underwriting (Conflicts of Interest)—Conflicts of Interest."</u></p>
Dividend policy .....	<p>We currently anticipate that we will retain all future earnings, if any, to finance the growth and development of our business. We do not intend to pay cash dividends in the foreseeable future.</p>

## SUMMARY HISTORICAL COMBINED FINANCIAL DATA

The following table summarizes our historical and certain pro forma financial and other data and should be read together with “Use of Proceeds,” “Selected Historical Combined Financial Data,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Corporate Reorganization” and our combined financial statements and related notes included elsewhere in this prospectus.

The summary historical financial data as of and for the years ended December 31, 2016 and 2015 was derived from the audited historical financial statements included elsewhere in this prospectus. The summary historical financial data as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016 was derived from the unaudited historical financial statements included elsewhere in this prospectus.

	Nine Months Ended September 30,		Years Ended December 31,	
	2017	2016	2016	2015
	(Unaudited)			
	(in thousands, except share, per share and revenue per active HHP amounts)			
Statement of Operations Data:				
Revenue	\$ 1,040,972	\$219,102	\$ 374,773	\$455,404
Costs of services, excluding depreciation and amortization shown separately	807,693	218,156	354,729	393,340
General and administrative	59,351	22,381	35,789	28,765
Depreciation and amortization	55,831	30,201	41,362	36,436
(Gain) loss on disposal of assets	(12)	(27)	(2,673)	423
Operating income (loss)	118,109	(51,609)	(54,434)	(3,560)
Other income (expense)				
Interest expense	(7,289)	(4,532)	(6,126)	(5,501)
Net income (loss)	\$ 110,820	\$ (56,141)	\$ (60,560)	\$ (9,061)
Pro Forma Per Share Data <sup>(1)</sup>				
Pro forma net income (loss)	\$ 94,235		\$ (51,878)	
Pro forma net income (loss) per share				
Basic	\$ 0.60		\$ (0.33)	
Diluted	\$ 0.59		\$ (0.33)	
Pro forma weighted average shares outstanding				
Basic	45,112,152		45,112,152	
Diluted	116,178,602		45,112,152	
Statement of Cash Flows Data:				
Cash flows provided by (used in) operating activities	\$ 115,107	\$(18,184)	\$ (40,708)	\$ 6,119
Cash flows used in investing activities	(251,297)	(92,010)	(96,351)	(38,492)
Cash flows provided by financing activities	145,851	112,038	148,543	21,485
Other Financial Data:				
Capital expenditures	\$ 240,538	\$ 92,108	\$ 102,428	\$ 38,492
EBITDA <sup>(2)</sup>	\$ 173,940	\$(21,408)	\$ (13,072)	\$ 32,876
Adjusted EBITDA <sup>(2)</sup>	\$ 188,975	\$(15,579)	\$ (5,588)	\$ 41,213
Average Total HHP <sup>(3)</sup>	729	376	432	237
Average Deployable HHP <sup>(3)</sup>	578	267	293	237
Average Active HHP <sup>(4)</sup>	578	258	287	237
Revenue per Average Active HHP <sup>(5)</sup>	\$ 1,802	\$ 850	\$ 1,307	\$ 1,924
Balance Sheet Data (at end of period):				
Total assets	\$ 821,086		\$ 451,845	\$296,971
Long-term debt (including current portion)	221,190		103,924	110,232
Total liabilities	443,427		222,873	162,920
Redeemable common units	41,764		—	—
Total member equity	335,895		228,972	134,051

- (1) Pro forma net income (loss), net income (loss) per share and weighted average shares outstanding reflect the estimated number of shares of common stock we expect to have outstanding upon the completion of our corporate reorganization described under “—Corporate Reorganization” and this offering. The pro forma data also reflects additional pro forma income tax expense of \$16.7 million for the nine months ended September 30, 2017 and pro forma income tax benefit of \$8.7 million for the year ended December 31, 2016, respectively, associated with the income tax effects of the corporate reorganization described under “—Corporate Reorganization.” For the year ended December 31, 2016, the potential redemption of Liberty LLC Units and cancellation of the corresponding shares of Class B common stock has been excluded from the reported diluted earnings per share as the impact of such redemption would be antidilutive. Liberty Inc. is a corporation and is subject to U.S. federal income tax. Our predecessor, Liberty LLC, was not subject to U.S. federal income tax at an entity level. As a result, the consolidated and combined net income in our historical financial statements does not reflect the tax expense we would have incurred if we were subject to U.S. federal income tax at an entity level during such periods.
- (2) EBITDA and Adjusted EBITDA are non-GAAP financial measures. For definitions of EBITDA and Adjusted EBITDA and a reconciliation of each to our most directly comparable financial measure calculated and presented in accordance with GAAP, please read “—Non-GAAP Financial Measures.”
- (3) Average Total HHP is calculated as the average of the monthly total owned HHP for the period, including both deployable HHP and HHP represented by hydraulic fracturing equipment that is undergoing refurbishment or upgrade before it is available for use at the wellsite. Average Deployable HHP is calculated as the average of the monthly total owned HHP less HHP that is undergoing refurbishment or upgrade before it is available for use at the wellsite.
- (4) Average Active HHP is calculated as the average of the monthly active HHP (representing HHP active at any time during the month) for the period presented.
- (5) Revenue per Average Active HHP is calculated as total revenue for the period divided by the Average Active HHP, as defined above.

## Non-GAAP Financial Measures

### EBITDA

EBITDA is not a measure of net income as determined by GAAP. EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our combined financial statements, such as industry analysts, investors, lenders and rating agencies. We define EBITDA as net income (loss) before interest, income taxes, depreciation and amortization.

Management believes EBITDA is useful because it allows them to effectively evaluate our operating performance and compare the results of our operations from period to period without regard to our financing methods or capital structure. We exclude the items listed above from net income in arriving at EBITDA because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. EBITDA should not be considered as an alternative to, or more meaningful than, net income as determined in accordance with GAAP or as an indicator of our operating performance or liquidity. Certain items excluded from EBITDA are significant components in understanding and assessing a company’s financial performance, such as a company’s cost of capital and tax structure, as well as the historic costs of depreciable assets, none of which are components of EBITDA. Our computations of EBITDA may not be comparable to other similarly titled measure of other companies. We believe that EBITDA is a widely followed measure of operating performance.

The following table presents a reconciliation of EBITDA to the GAAP financial measure of net income (loss) for each of the periods indicated.

	Nine Months Ended September 30,		Years ended December 31,	
	2017	2016	2016	2015
	(Unaudited)			
	(in thousands)			
Net income (loss) .....	\$110,820	\$(56,141)	\$(60,560)	\$(9,061)
Depreciation and amortization .....	55,831	30,201	41,362	36,436
Interest expense .....	7,289	4,532	6,126	5,501
<b>EBITDA</b> .....	<b>\$173,940</b>	<b>\$(21,408)</b>	<b>\$(13,072)</b>	<b>\$32,876</b>

### ***Adjusted EBITDA***

Adjusted EBITDA is not a measure of net income as determined by GAAP. Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our combined financial statements, such as industry analysts, investors, lenders and rating agencies. We define Adjusted EBITDA as net income (loss) before interest, income taxes, depreciation and amortization, further adjusted to eliminate the effects of items such as new fleet or new basin start-up costs, costs of asset acquisition, gain or loss on the disposal of assets, asset impairment charges, bad debt reserves and non-recurring expenses that management does not consider in assessing ongoing performance.

Management believes Adjusted EBITDA is useful because it allows them to effectively evaluate our operating performance and compare the results of our operations from period to period without regard to our financing methods or capital structure. We exclude the items listed above from net income in arriving at Adjusted EBITDA because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net income as determined in accordance with GAAP or as an indicator of our operating performance or liquidity. Certain items excluded from Adjusted EBITDA are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital and tax structure, as well as the historic costs of depreciable assets, none of which are components of Adjusted EBITDA. Our computations of Adjusted EBITDA may not be comparable to other similarly titled measure of other companies. We believe that Adjusted EBITDA is a widely followed measure of operating performance.

The following table presents a reconciliation of Adjusted EBITDA to the GAAP financial measure of net income (loss) for the years ended December 31, 2016 and 2015 and the nine months ended September 30, 2017 and 2016.

	Nine Months Ended September 30,		Years ended December 31,	
	2017	2016	2016	2015
	(Unaudited)			
	(in thousands)			
<b>Net income (loss)</b> . . . . .	\$110,820	\$(56,141)	\$(60,560)	\$ (9,061)
Depreciation and amortization . . . . .	55,831	30,201	41,362	36,436
Interest expense . . . . .	7,289	4,532	6,126	5,501
<b>EBITDA</b> . . . . .	\$173,940	\$(21,408)	\$(13,072)	\$32,876
Fleet start-up costs . . . . .	10,784	1,660	4,280	1,044
Asset acquisition costs . . . . .	2,968	3,854	5,420	—
(Gain) or Loss on Disposal of Assets . . . . .	(12)	(27)	(2,673)	423
Bad debt reserve . . . . .	—	—	—	6,424
Advisory services fees . . . . .	1,295	342	457	446
<b>Adjusted EBITDA</b> . . . . .	<u>\$188,975</u>	<u>\$(15,579)</u>	<u>\$ (5,588)</u>	<u>\$41,213</u>

## RISK FACTORS

*Investing in our Class A common stock involves risks. You should carefully consider the information in this prospectus, including the matters addressed under “Cautionary Note Regarding Forward-Looking Statements” and the following risks before making an investment decision. The trading price of our Class A common stock could decline due to any of these risks, and you may lose all or part of your investment.*

### Risks Related to Our Business

***Our business depends on domestic capital spending by the oil and natural gas industry, and reductions in capital spending could have a material adverse effect on our liquidity, results of operations and financial condition.***

Our business is directly affected by our customers’ capital spending to explore for, develop and produce oil and natural gas in the United States. The significant decline in oil and natural gas prices that began in late 2014 has caused a reduction in the exploration, development and production activities of most of our customers and their spending on our services. These cuts in spending have curtailed drilling programs, which has resulted in a reduction in the demand for our services as compared to activity levels in late 2014, as well as the prices we can charge. These reductions have negatively affected our revenue per average active HHP. In addition, certain of our customers could become unable to pay their vendors and service providers, including us, as a result of the decline in commodity prices. Reduced discovery rates of new oil and natural gas reserves in our areas of operation as a result of decreased capital spending may also have a negative long-term impact on our business, even in an environment of stronger oil and natural gas prices. Any of these conditions or events could adversely affect our operating results. If the recent recovery does not continue or our customers fail to further increase their capital spending, it could have a material adverse effect on our liquidity, results of operations and financial condition.

Industry conditions are influenced by numerous factors over which we have no control, including:

- expected economic returns to E&P companies of new well completions;
- domestic and foreign economic conditions and supply of and demand for oil and natural gas;
- the level of prices, and expectations about future prices, of oil and natural gas;
- the level of global oil and natural gas exploration and production;
- the level of domestic and global oil and natural gas inventories;
- the supply of and demand for hydraulic fracturing and equipment in the United States;
- federal, state and local regulation of hydraulic fracturing activities, and exploration and production activities, and U.S. federal, state and local and non-U.S. governmental regulations and taxes as well as public pressure on governmental bodies and regulatory agencies to regulate our industry;
- governmental regulations, including the policies of governments regarding the exploration for and production and development of their oil and natural gas reserves;
- political and economic conditions in oil and natural gas producing countries;
- actions by the members of the Organization of Petroleum Exporting Countries (“OPEC”) with respect to oil production levels and announcements of potential changes in such levels, including the failure of such countries to comply with production cuts announced in November 2016;
- global weather conditions and natural disasters;
- worldwide political, military and economic conditions;
- the cost of producing and delivering oil and natural gas;



- lead times associated with acquiring equipment and products and availability of qualified personnel;
- the discovery rates of new oil and natural gas reserves;
- shareholder activism or activities by non-governmental organizations to restrict the exploration, development and production of oil and natural gas;
- the availability of water resources, suitable proppant and chemicals in sufficient quantities for use in hydraulic fracturing fluids;
- advances in exploration, development and production technologies or in technologies affecting energy consumption;
- the potential acceleration of development of alternative fuels; and
- uncertainty in capital and commodities markets and the ability of oil and natural gas companies to raise equity capital and debt financing.

***The volatility of oil and natural gas prices may adversely affect the demand for our hydraulic fracturing services and negatively impact our results of operations.***

The demand for our hydraulic fracturing services is primarily determined by current and anticipated oil and natural gas prices and the related levels of capital spending and drilling activity in the areas in which we have operations. Volatility or weakness in oil prices or natural gas prices (or the perception that oil prices or natural gas prices will decrease) affects the spending patterns of our customers and may result in the drilling of fewer new wells. This, in turn, could lead to lower demand for our services and may cause lower utilization of our assets. We have, and may in the future, experience significant fluctuations in operating results as a result of the reactions of our customers to changes in oil and natural gas prices. For example, prolonged low commodity prices experienced by the oil and natural gas industry beginning in late 2014 and uncertainty about future prices even when prices increased, combined with adverse changes in the capital and credit markets, caused many E&P companies to significantly reduce their capital budgets and drilling activity. This resulted in a significant decline in demand for oilfield services and adversely impacted the prices oilfield services companies could charge for their services.

Prices for oil and natural gas historically have been extremely volatile and are expected to continue to be volatile. During the past four years, the posted West Texas Intermediate (“WTI”) price for oil has ranged from a low of \$26.21 per barrel (“Bbl”) in February 2016 to a high of \$107.26 per Bbl in June 2014. During 2016, WTI prices ranged from \$26.21 to \$54.06 per Bbl and during 2017, WTI prices ranged from \$42.48 to \$57.21. If the prices of oil and natural gas continue to be volatile, reverse their recent increases or decline, our operations, financial condition, cash flows and level of expenditures may be materially and adversely affected.

***We may be adversely affected by uncertainty in the global financial markets and the deterioration of the financial condition of our customers.***

Our future results may be impacted by the uncertainty caused by an economic downturn, volatility or deterioration in the debt and equity capital markets, inflation, deflation or other adverse economic conditions that may negatively affect us or parties with whom we do business resulting in a reduction in our customers’ spending and their non-payment or inability to perform obligations owed to us, such as the failure of customers to honor their commitments or the failure of major suppliers to complete orders. Additionally, during times when the natural gas or crude oil markets weaken, our customers are more likely to experience financial difficulties, including being unable to access debt or equity financing, which could result in a reduction in our customers’ spending for our services. In addition, in the course of our business we hold accounts receivable from our customers. In the event of the financial distress or bankruptcy of a customer, we could lose all or a portion of such outstanding accounts receivable associated with that customer. Further, if a customer was to enter into bankruptcy, it could also result in the cancellation of all or a portion of our service contracts with such customer at significant expense or loss of expected revenues to us.

***Our operations are subject to inherent risks, some of which are beyond our control. These risks may be self-insured, or may not be fully covered under our insurance policies.***

Our operations are subject to hazards inherent in the oil and natural gas industry, such as, but not limited to, accidents, blowouts, explosions, craterings, fires, oil spills and releases of hydraulic fracturing fluids or wastewater into the environment. These conditions can cause:

- disruption in operations;
- substantial repair or remediation costs;
- personal injury or loss of human life;
- significant damage to or destruction of property, and equipment;
- environmental pollution, including groundwater contamination;
- unusual or unexpected geological formations or pressures and industrial accidents;
- impairment or suspension of operations; and
- substantial revenue loss.

In addition, our operations are subject to, and exposed to, employee/employer liabilities and risks such as wrongful termination, discrimination, labor organizing, retaliation claims and general human resource related matters.

The occurrence of a significant event or adverse claim in excess of the insurance coverage that we maintain or that is not covered by insurance could have a material adverse effect on our liquidity, combined results of operations and combined financial condition. Claims for loss of oil and natural gas production and damage to formations can occur in the well services industry. Litigation arising from a catastrophic occurrence at a location where our equipment and services are being used may result in our being named as a defendant in lawsuits asserting large claims.

We do not have insurance against all foreseeable risks, either because insurance is not available or because of the high premium costs. The occurrence of an event not fully insured against or the failure of an insurer to meet its insurance obligations could result in substantial losses. In addition, we may not be able to maintain adequate insurance in the future at rates we consider reasonable. Insurance may not be available to cover any or all of the risks to which we are subject, or, even if available, it may be inadequate, or insurance premiums or other costs could rise significantly in the future so as to make such insurance prohibitively expensive.

***Reliance upon a few large customers may adversely affect our revenue and operating results.***

Our top five customers represented approximately 57.6%, 58.5% and 57.5% of our consolidated revenue for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015, respectively. It is likely that we will continue to derive a significant portion of our revenue from a relatively small number of customers in the future. If a major customer fails to pay us, revenue would be impacted and our operating results and financial condition could be materially harmed. Additionally, if we were to lose any material customer, we may not be able to redeploy our equipment at similar utilization or pricing levels or within a short period of time and such loss could have a material adverse effect on our business until the equipment is redeployed at similar utilization or pricing levels.

***We are exposed to the credit risk of our customers, and any material nonpayment or nonperformance by our customers could adversely affect our financial results.***

We are subject to the risk of loss resulting from nonpayment or nonperformance by our customers, many of whose operations are concentrated solely in the domestic E&P industry which, as described above, is subject to

volatility and, therefore, credit risk. Our credit procedures and policies may not be adequate to fully reduce customer credit risk. For example, for the year ended December 31, 2015, we had approximately \$6.4 million of bad debt on which we could not collect due to the bankruptcy of certain of our customers. If we are unable to adequately assess the creditworthiness of existing or future customers or unanticipated deterioration in their creditworthiness, any resulting increase in nonpayment or nonperformance by them and our inability to re-market or otherwise use our equipment could have a material adverse effect on our business, financial condition, prospects or results of operations.

***We face intense competition that may cause us to lose market share and could negatively affect our ability to market our services and expand our operations.***

The oilfield services business is highly competitive. Some of our competitors have a broader geographic scope, greater financial and other resources, or other cost efficiencies. Additionally, there may be new companies that enter our business, or re-enter our business with significantly reduced indebtedness following emergence from bankruptcy, or our existing and potential customers may develop their own hydraulic fracturing business. Our ability to maintain current revenue and cash flows, and our ability to market our services and expand our operations, could be adversely affected by the activities of our competitors and our customers. If our competitors substantially increase the resources they devote to the development and marketing of competitive services or substantially decrease the prices at which they offer their services, we may be unable to effectively compete. All of these competitive pressures could have a material adverse effect on our business, results of operations and financial condition. Some of our larger competitors provide a broader range of services on a regional, national or worldwide basis. These companies may have a greater ability to continue oilfield service activities during periods of low commodity prices and to absorb the burden of present and future federal, state, local and other laws and regulations. Any inability to compete effectively with larger companies could have a material adverse impact on our financial condition and results of operations.

***Our assets require significant amounts of capital for maintenance, upgrades and refurbishment and may require significant capital expenditures for new equipment.***

Our hydraulic fracturing fleets and other completion service-related equipment require significant capital investment in maintenance, upgrades and refurbishment to maintain their competitiveness. For example, since January 1, 2011, we have deployed 18 hydraulic fracturing fleets to service customers at a total cost to deploy of approximately \$582.2 million. The costs of components and labor have increased in the past and may increase in the future with increases in demand, which will require us to incur additional costs to upgrade any fleets we may acquire in the future. Our fleets and other equipment typically do not generate revenue while they are undergoing maintenance, upgrades or refurbishment. Any maintenance, upgrade or refurbishment project for our assets could increase our indebtedness or reduce cash available for other opportunities. Furthermore, such projects may require proportionally greater capital investments as a percentage of total asset value, which may make such projects difficult to finance on acceptable terms. To the extent we are unable to fund such projects, we may have less equipment available for service or our equipment may not be attractive to potential or current customers. Additionally, competition or advances in technology within our industry may require us to update or replace existing fleets or build or acquire new fleets. Such demands on our capital or reductions in demand for our hydraulic fracturing fleets and the increase in cost of labor necessary for such maintenance and improvement, in each case, could have a material adverse effect on our business, liquidity position, financial condition, prospects and results of operations and may increase our costs.

***We rely on a limited number of third parties for sand, proppant and chemicals, and delays in deliveries of such materials, increases in the cost of such materials or our contractual obligations to pay for materials that we ultimately do not require could harm our business, results of operations and financial condition.***

We have established relationships with a limited number of suppliers of our raw materials (such as sand, proppant and chemicals). Should any of our current suppliers be unable to provide the necessary materials or

***Federal or state legislative and regulatory initiatives related to induced seismicity could result in operating restrictions or delays in the drilling and completion of oil and natural gas wells that may reduce demand for our services and could have a material adverse effect on our liquidity, combined results of operations and combined financial condition.***

Our oil and natural gas producing customers dispose of flowback and produced water or certain other oilfield fluids gathered from oil and natural gas producing operations in accordance with permits issued by government authorities overseeing such disposal activities. While these permits are issued pursuant to existing laws and regulations, these legal requirements are subject to change based on concerns of the public or governmental authorities regarding such disposal activities. One such concern relates to recent seismic events near underground disposal wells used for the disposal by injection of flowback and produced water or certain other oilfield fluids resulting from oil and natural gas activities. When caused by human activity, such events are called induced seismicity. Developing research suggests that the link between seismic activity and wastewater disposal may vary by region, and that only a very small fraction of the tens of thousands of injection wells have been suspected to be, or may have been, the likely cause of induced seismicity. In 2016, the United States Geological Survey identified six states with the most significant hazards from induced seismicity, including Oklahoma, Kansas, Texas, Colorado, New Mexico, and Arkansas. In response to concerns regarding induced seismicity, regulators in some states have imposed, or are considering imposing, additional requirements in the permitting of produced water disposal wells or otherwise to assess any relationship between seismicity and the use of such wells. For example, Oklahoma issued rules for wastewater disposal wells in 2014 that imposed certain permitting and operating restrictions and reporting requirements on disposal wells in proximity to faults and also, from time to time, has developed and implemented plans directing certain wells where seismic incidents have occurred to restrict or suspend disposal well operations. The Texas Railroad Commission adopted similar rules in 2014. More recently, in December 2016, the Oklahoma Corporation Commission's ("OCC") Oil and Gas Conservation Division and the Oklahoma Geological Survey released well completion seismicity guidance, which requires operators to take certain prescriptive actions, including an operator's planned mitigation practices, following certain unusual seismic activity within 1.25 miles of hydraulic fracturing operations. In addition, in February 2017, the OCC's Oil and Gas Conservation Division issued an order limiting future increases in the volume of oil and natural gas wastewater injected belowground into the Arbuckle formation in an effort to reduce the number of earthquakes in the state. Also, ongoing lawsuits allege that disposal well operations have caused damage to neighboring properties or otherwise violated state and federal rules regulating waste disposal. These developments could result in additional regulation and restrictions on the use of injection wells by our customers to dispose of flowback and produced water and certain other oilfield fluids. Increased regulation and attention given to induced seismicity also could lead to greater opposition to, and litigation concerning, oil and natural gas activities utilizing injection wells for waste disposal. Any one or more of these developments may result in our customers having to limit disposal well volumes, disposal rates or locations, or require our customers or third party disposal well operators that are used to dispose of customers' wastewater to shut down disposal wells, which developments could adversely affect our customers' business and result in a corresponding decrease in the need for our services, which could have a material adverse effect on our business, financial condition, and results of operations.

***Federal, state and local legislative and regulatory initiatives relating to hydraulic fracturing as well as governmental reviews of such activities may serve to limit future oil and natural gas exploration and production activities and could have a material adverse effect on our results of operations and business.***

Currently, hydraulic fracturing is generally exempt from regulation under the U.S. Safe Drinking Water Act's ("SDWA") Underground Injection Control ("UIC") program and is typically regulated by state oil and gas commissions or similar agencies.

However, several federal agencies have asserted regulatory authority over certain aspects of the process. For example, in February 2014, the U.S. Environmental Protection Agency ("EPA") asserted regulatory authority pursuant to the SDWA's UIC program over hydraulic fracturing activities involving the use of diesel and issued

guidance covering such activities. Also, beginning in 2012, the EPA issued a series of regulations under the federal Clean Air Act (“CAA”) that include New Source Performance Standards (“NSPS”), known as Subpart OOOO, for completion of hydraulically fractured natural gas wells and certain other plants and equipment and, more recently, in June 2016, new emissions standards, known as Subpart OOOOa, for methane and additional standards for volatile organic compounds (“VOCs”) from certain new, modified and reconstructed equipment and processes in the oil and natural gas source category. In addition, in June 2016, the EPA published an effluent limit guideline final rule prohibiting the discharge of wastewater from onshore unconventional oil and gas extraction facilities to publicly owned wastewater treatment plants and, in May 2014, published an Advance Notice of Proposed Rulemaking regarding Toxic Substances Control Act reporting of the chemical substances and mixtures used in hydraulic fracturing. Also, the federal Bureau of Land Management (“BLM”) published a final rule in March 2015 that established new or more stringent standards relating to hydraulic fracturing on federal and American Indian lands. This rule was struck down by a Wyoming federal judge in June 2016 but was subsequently appealed by the EPA to the U.S. Circuit Court of Appeals for the Tenth Circuit. However, following the issuance of a presidential executive order to review rules related to the energy industry, in July 2017 the BLM published a proposed rule to rescind the 2015 rule. In September 2017, the Tenth Circuit issued a ruling to vacate this decision and dismiss the lawsuit challenging the rule in light of the BLM’s proposed rulemaking. The timing of a final rulemaking is uncertain. As a result of these developments, future implementation of the BLM rule is uncertain at this time. From time to time, legislation has been introduced, but not enacted, in Congress to provide for federal regulation of hydraulic fracturing and to require disclosure of the chemicals used in the hydraulic fracturing process. In the event that new federal restrictions relating to the hydraulic fracturing process are adopted in areas where we or our customers conduct business, we or our customers may incur additional costs or permitting requirements to comply with such federal requirements that may be significant and, in the case of our customers, also could result in added delays or curtailment in the pursuit of exploration, development, or production activities, which would in turn reduce the demand for our services.

Moreover, some states and local governments have adopted, and other governmental entities are considering adopting, regulations that could impose more stringent permitting, disclosure and well-construction requirements on hydraulic fracturing operations, including states where we or our customers operate. For example, Texas, Colorado and North Dakota among others have adopted regulations that impose new or more stringent permitting, disclosure, disposal, and well construction requirements on hydraulic fracturing operations. States could also elect to prohibit high volume hydraulic fracturing altogether, following the approach taken by the State of New York in 2015. In addition to state laws, local land use restrictions, such as city ordinances, may restrict drilling in general and/or hydraulic fracturing in particular.

In December 2016, the EPA released its final report on the potential impacts of hydraulic fracturing on drinking water resources. The final report concluded that “water cycle” activities associated with hydraulic fracturing may impact drinking water resources “under some circumstances,” noting that the following hydraulic fracturing water cycle activities and local- or regional-scale factors are more likely than others to result in more frequent or more severe impacts: water withdrawals for fracturing in times or areas of low water availability; surface spills during the management of fracturing fluids, chemicals or produced water; injection of fracturing fluids into wells with inadequate mechanical integrity; injection of fracturing fluids directly into groundwater resources; discharge of inadequately treated fracturing wastewater to surface waters; and disposal or storage of fracturing wastewater in unlined pits.

Furthermore, certain interest groups in Colorado opposed to oil and natural gas development generally, and hydraulic fracturing in particular, have from time to time advanced various options for ballot initiatives that, if approved, would allow revisions to the state constitution in a manner that would make such exploration and production activities in the state more difficult in the future. For example, proponents of such initiatives sought to include on the Colorado November 2016 ballot certain amendments that, if approved, could, among other things, authorize local governmental control over oil and natural gas development in Colorado that could impose more stringent requirements than currently implemented under state law and regulation. These particular amendments



customers, including the acquisition of permits to conduct regulated activities, the imposition of restrictions on the types, quantities and concentrations of various substances that can be released into the environment or injected in formations in connection with oil and natural gas drilling and production activities, the incurrence of capital expenditures to mitigate or prevent releases of materials from our equipment, facilities or from customer locations where we are providing services, the imposition of substantial liabilities for pollution resulting from our operations, and the application of specific health and safety criteria addressing worker protection. Any failure on our part or the part of our customers to comply with these laws and regulations could result in prohibitions or restrictions on operations, assessment of sanctions including administrative, civil and criminal penalties, issuance of corrective action orders requiring the performance of investigatory, remedial or curative activities or enjoining performance of some or all of our operations in a particular area, and the occurrence of delays in the permitting or performance of projects.

Our business activities present risks of incurring significant environmental costs and liabilities, including costs and liabilities resulting from our handling of oilfield and other wastes, because of air emissions and wastewater discharges related to our operations, and due to historical oilfield industry operations and waste disposal practices. In addition, private parties, including the owners of properties upon which we perform services and facilities where our wastes are taken for reclamation or disposal, also may have the right to pursue legal actions to enforce compliance as well as to seek damages for non-compliance with environmental laws and regulations or for personal injury or property or natural resource damages. Some environmental laws and regulations may impose strict liability, which means that in some situations we could be exposed to liability as a result of our conduct that was lawful at the time it occurred or the conduct of, or conditions caused by, prior operators or other third parties. Remedial costs and other damages arising as a result of environmental laws and costs associated with changes in environmental laws and regulations could be substantial and could have a material adverse effect on our liquidity, combined results of operations and combined financial condition.

Laws and regulations protecting the environment generally have become more stringent in recent years and are expected to continue to do so, which could lead to material increases in costs for future environmental compliance and remediation. Changes in existing laws or regulations, or the adoption of new laws or regulations, could delay or curtail exploratory or developmental drilling for oil and natural gas and could limit well servicing opportunities. For example, the EPA has designated energy extraction as one of seven national enforcement initiatives for 2017 to 2019, and has indicated that the agency will direct resources towards addressing incidences of noncompliance from natural gas extraction and production activities. We may not be able to recover some or any of our costs of compliance with these laws and regulations from insurance.

***Silica-related legislation, health issues and litigation could have a material adverse effect on our business, reputation or results of operations.***

We are subject to laws and regulations relating to human exposure to crystalline silica. In March 2016, the federal Occupational Safety and Health Administration (“OSHA”) amended its legal requirements, publishing a final rule that established a more stringent permissible exposure limit for exposure to respirable crystalline silica and provided other provisions to protect employees, such as requirements for exposure assessment, methods for controlling exposure, respiratory protection, medical surveillance, hazard communication, and recordkeeping. This final rule became effective in June 2016 and will require compliance with most applicable requirements by June 2018. However, several industry groups have filed suit in the D.C. Circuit to halt implementation of the rule. Historically, our environmental compliance costs with respect to existing crystalline silica requirements have not had a material adverse effect on our results of operations; however, federal and state regulatory authorities, including OSHA, may continue to propose changes in their regulations regarding workplace exposure to crystalline silica, such as permissible exposure limits and required controls and personal protective equipment. We may not be able to comply with any new laws and regulations that are adopted, and any new laws and regulations could have a material adverse effect on our operating results by requiring us to modify or cease our operations.

In addition, the inhalation of respirable crystalline silica is associated with the lung disease silicosis. There is recent evidence of an association between crystalline silica exposure or silicosis and lung cancer and a possible association with other diseases, including immune system disorders such as scleroderma. These health risks have been, and may continue to be, a significant issue confronting the hydraulic fracturing industry. Concerns over silicosis and other potential adverse health effects, as well as concerns regarding potential liability from the use of hydraulic fracture sand, may have the effect of discouraging our customers' use of our hydraulic fracture sand. The actual or perceived health risks of handling hydraulic fracture sand could materially and adversely affect hydraulic fracturing service providers, including us, through reduced use of hydraulic fracture sand, the threat of product liability or employee lawsuits, increased scrutiny by federal, state and local regulatory authorities of us and our customers or reduced financing sources available to the hydraulic fracturing industry.

***Anti-indemnity provisions enacted by many states may restrict or prohibit a party's indemnification of us.***

We typically enter into agreements with our customers governing the provision of our services, which usually include certain indemnification provisions for losses resulting from operations. Such agreements may require each party to indemnify the other against certain claims regardless of the negligence or other fault of the indemnified party; however, many states place limitations on contractual indemnity agreements, particularly agreements that indemnify a party against the consequences of its own negligence. Furthermore, certain states, including Texas, New Mexico and Wyoming, have enacted statutes generally referred to as "oilfield anti-indemnity acts" expressly prohibiting certain indemnity agreements contained in or related to oilfield services agreements. Such anti-indemnity acts may restrict or void a party's indemnification of us, which could have a material adverse effect on our business, financial condition, prospects and results of operations.

***Oil and natural gas companies' operations using hydraulic fracturing are substantially dependent on the availability of water. Restrictions on the ability to obtain water for exploration and production activities and the disposal of flowback and produced water may impact their operations and have a corresponding adverse effect on our business, results of operations and financial condition.***

Water is an essential component of shale oil and natural gas production during both the drilling and hydraulic fracturing processes. Our oil and natural gas producing customers' access to water to be used in these processes may be adversely affected due to reasons such as periods of extended drought, private, third party competition for water in localized areas or the implementation of local or state governmental programs to monitor or restrict the beneficial use of water subject to their jurisdiction for hydraulic fracturing to assure adequate local water supplies. The occurrence of these or similar developments may result in limitations being placed on allocations of water due to needs by third party businesses with more senior contractual or permitting rights to the water. Our customers' inability to locate or contractually acquire and sustain the receipt of sufficient amounts of water could adversely impact their exploration and production operations and have a corresponding adverse effect on our business, results of operations and financial condition.

Moreover, the imposition of new environmental regulations and other regulatory initiatives could include increased restrictions on our producing customers' ability to dispose of flowback and produced water generated in hydraulic fracturing or other fluids resulting from exploration and production activities. Applicable laws, including the Federal Water Pollution Control Act, also known as the Clean Water Act ("CWA") impose restrictions and strict controls regarding the discharge of pollutants into waters of the United States and require that permits or other approvals be obtained to discharge pollutants to such waters. In May 2015, the EPA and the U.S. Army Corps of Engineers ("Corps") released a final rule outlining their position on the federal jurisdictional reach over wetlands and other waters of the United States. This rule has been challenged in court on the grounds that it unlawfully expands the reach of CWA programs, and implementation of the rule has been stayed pending resolution of the court challenge. In January 2017, the United States Supreme Court accepted review of the rule to determine whether jurisdiction rests with the federal district or appellate courts. Additionally, following issuance of a presidential executive order to review the rule, the EPA and Corps published a proposed rulemaking to repeal the rule in July 2017 and the public comment period closed on September 27, 2017. The

EPA and Corps also announced their intent to issue a new rule defining the CWA's jurisdiction that is consistent with President Trump's executive order. As a result, future implementation of the 2015 rule is uncertain at this time. To the extent this rule or a revised rule expands the scope of the CWA's jurisdiction in areas where we or our customers operate could impose additional permitting obligations on us and our customers.

Additionally, regulations implemented under the CWA and similar state laws prohibit the discharge of produced water and sand, drilling fluids, drill cuttings and certain other substances related to the natural gas and oil industry into coastal waters. In June 2016, the EPA published final regulations prohibiting wastewater discharges from hydraulic fracturing and certain other natural gas operations to publicly-owned wastewater treatment plants. The CWA and analogous state laws provide for civil, criminal and administrative penalties for any unauthorized discharges of pollutants and unauthorized discharges of reportable quantities of oil and hazardous substances. Compliance with current and future environmental regulations and permit requirements governing the withdrawal, storage and use of surface water or groundwater necessary for hydraulic fracturing of wells and any inability to secure transportation and access to disposal wells with sufficient capacity to accept all of our flowback and produced water on economic terms may increase our customers' operating costs and cause delays, interruptions or termination of our customers' operations, the extent of which cannot be predicted.

**Our current and future indebtedness could adversely affect our financial condition.**

As of November 9, 2017, we have \$54.8 million outstanding under our ABL Credit Facility (including accrued interest) and \$175 million outstanding under our Term Loan Facility. In addition, we may be able to borrow up to \$250 million under our ABL Credit Facility, subject to certain borrowing base limitations. Please see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Debt Agreements."

Moreover, subject to the limits contained in our Credit Facilities, we may incur substantial additional debt from time to time. Any borrowings we may incur in the future would have several important consequences for our future operations, including that:

- covenants contained in the documents governing such indebtedness may require us to meet or maintain certain financial tests, which may affect our flexibility in planning for, and reacting to, changes in our industry, such as being able to take advantage of acquisition opportunities when they arise;
- our ability to obtain additional financing for working capital, capital expenditures, acquisitions, general corporate and other purposes may be limited;
- we may be competitively disadvantaged to our competitors that are less leveraged or have greater access to capital resources; and
- we may be more vulnerable to adverse economic and industry conditions.

If we incur indebtedness in the future, we may have significant principal payments due at specified future dates under the documents governing such indebtedness. Our ability to meet such principal obligations will be dependent upon future performance, which in turn will be subject to general economic conditions, industry cycles and financial, business and other factors affecting our operations, many of which are beyond our control. Our business may not continue to generate sufficient cash flow from operations to repay any incurred indebtedness. If we are unable to generate sufficient cash flow from operations, we may be required to sell assets, to refinance all or a portion of such indebtedness or to obtain additional financing.

**Our Credit Facilities subject us to financial and other restrictive covenants. These restrictions may limit our operational or financial flexibility and could subject us to potential defaults under our Credit Facilities.**

Our Credit Facilities subject us to restrictive covenants, including, but not limited to, restrictions on incurring additional debt and certain distributions. Our ability to comply with these financial condition tests can be affected by events beyond our control and we may not be able to do so.

The Credit Facilities are not subject to financial covenants unless our liquidity, as defined in the agreements governing the Credit Facilities, drops below a specified level, at which time we will be required to maintain certain fixed charge coverage ratios. Please see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Debt Agreement.”

If our liquidity falls below the prescribed level and we are unable to remain in compliance with the financial covenants of our Credit Facilities, then amounts outstanding thereunder may be accelerated and become due immediately. Any such acceleration could have a material adverse effect on our financial condition and results of operations.

***Increases in interest rates could adversely impact the price of our shares, our ability to issue equity or incur debt for acquisitions or other purposes.***

Interest rates on future borrowings, credit facilities and debt offerings could be higher than current levels, causing our financing costs to increase accordingly. Changes in interest rates, either positive or negative, may affect the yield requirements of investors who invest in our shares, and a rising interest rate environment could have an adverse impact on the price of our shares, our ability to issue equity or incur debt for acquisitions or other purposes.

***Fuel conservation measures could reduce demand for oil and natural gas which would in turn reduce the demand for our services.***

Fuel conservation measures, alternative fuel requirements and increasing consumer demand for alternatives to oil and natural gas could reduce demand for oil and natural gas. The impact of the changing demand for oil and natural gas may have a material adverse effect on our business, financial condition, prospects, results of operations and cash flows. Additionally, the increased competitiveness of alternative energy sources (such as wind, solar geothermal, tidal, and biofuels) could reduce demand for hydrocarbons and therefore for our services, which would lead to a reduction in our revenues.

***Unsatisfactory safety performance may negatively affect our customer relationships and, to the extent we fail to retain existing customers or attract new customers, adversely impact our revenues.***

Our ability to retain existing customers and attract new business is dependent on many factors, including our ability to demonstrate that we can reliably and safely operate our business in a manner that is consistent with applicable laws, rules and permits, which legal requirements are subject to change. Existing and potential customers consider the safety record of their third-party service providers to be of high importance in their decision to engage such providers. If one or more accidents were to occur at one of our operating sites, the affected customer may seek to terminate or cancel its use of our facilities or services and may be less likely to continue to use our services, which could cause us to lose substantial revenues. Furthermore, our ability to attract new customers may be impaired if they elect not to engage us because they view our safety record as unacceptable. In addition, it is possible that we will experience multiple or particularly severe accidents in the future, causing our safety record to deteriorate. This may be more likely as we continue to grow, if we experience high employee turnover or labor shortage, or hire inexperienced personnel to bolster our staffing needs.

***Climate change legislation and regulations restricting or regulating emissions of greenhouse gases could result in increased operating and capital costs and reduced demand for our hydraulic fracturing services.***

Climate change continues to attract considerable public and scientific attention. As a result, numerous proposals have been made and are likely to continue to be made at the international, national, regional and state levels of government to monitor and limit emissions of greenhouse gases (“GHGs”). These efforts have included consideration of cap-and-trade programs, carbon taxes, GHG reporting and tracking programs and regulations that directly limit GHG emissions from certain sources.

At the federal level, no comprehensive climate change legislation has been implemented to date. The EPA has, however, adopted rules under authority of the federal Clean Air Act that, among other things, establish Potential for Significant Deterioration (“PSD”) construction and Title V operating permit reviews for GHG emissions from certain large stationary sources that are also potential major sources of certain principal, or criteria, pollutant emissions, which reviews could require securing PSD permits at covered facilities emitting GHGs and meeting “best available control technology” standards for those GHG emissions. In addition, the EPA has adopted rules requiring the monitoring and annual reporting of GHG emissions from certain petroleum and natural gas system sources in the U.S., including, among others, onshore and offshore production facilities, which include certain of our producing customers’ operations. In October 2015, the EPA amended and expanded the GHG reporting requirements to all segments of the oil and natural gas industry, including gathering and boosting facilities as well as completions and workovers from hydraulically fractured oil wells, and in January 2016, the EPA proposed additional revisions to leak detection methodology to align the reporting rules with the new source performance standards.

Federal agencies also have begun directly regulating emissions of methane, a GHG, from oil and natural gas operations. In June 2016, the EPA published NSPS Subpart OOOOa, which requires certain new, modified or reconstructed equipment and processes in the oil and natural gas source category to reduce these methane gas and VOC emissions. These Subpart OOOOa standards will expand previously issued NSPS Subpart OOOO published by the EPA in 2012 by using certain equipment-specific emissions control practices. However, effective June 2, 2017, the EPA stayed certain portions of these Subpart OOOOa standards for 90 days. This 90-day stay was vacated by the U.S. Court of Appeals for the D.C. Circuit on July 3, 2017, but the D.C. Circuit did not vacate the EPA’s June 16, 2017 proposal to stay these requirements for two years and revisit the entirety of the 2016 standards. Comments to the EPA’s June 16, 2017 proposal were due August 9, 2017. The EPA has not yet published a final rule. However, as a result of these developments, future implementation of the 2016 standards is uncertain at this time. Furthermore, in June 2017, the BLM stayed a rule published in November 2016 and imposing requirements to reduce methane emissions from venting, flaring, and leaking on public lands. On October 4, 2017, the U.S. District Court for the Northern District of California struck down the June 2017 stay. However, on October 5, 2017, the BLM published a proposed rule that would temporarily suspend or delay certain requirements contained in the November 2016 final rule until January 17, 2019, and seeks public comments on this proposed rule by November 6, 2017. Given the long-term trend towards increasing regulation, future federal GHG regulations of the oil and gas industry remain a possibility. Additionally, in December 2015, the United States joined the international community at the 21st Conference of the Parties of the United Nations Framework Convention on Climate Change in Paris, France that prepared an agreement requiring member countries to review and “represent a progression” in their intended nationally determined contributions, which set GHG emission reduction goals every five years beginning in 2020. This “Paris agreement” was signed by the United States in April 2016 and entered in force in November 2016; however, the GHG emission reductions called for by the Paris Agreement are not binding. In June 2017, President Trump announced that the United States plans to withdraw from the Paris Agreement and to seek negotiations either to reenter the Paris Agreement on different terms or to establish a new framework agreement. In August 2017, the U.S. State Department officially informed the United Nations of the intent of the United States to withdraw from the Paris Climate Agreement. The Paris Agreement provides for a four-year exit process beginning when it took effect in November 2016, which would result in an effective exit date of November 2020. The United States’ adherence to the exit process and/or the terms on which the United States may reenter the Paris Agreement or a separately negotiated agreement are unclear at this time.

The adoption and implementation of any international, federal or state legislation or regulations that require reporting of GHGs or otherwise restrict emissions of GHGs could result in increased compliance costs or additional operating restrictions, and could have a material adverse effect on our business, financial condition, demand for our services, results of operations, and cash flows. Finally, some scientists have concluded that increasing concentrations of GHG in the atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climate events that could have an adverse effect on our operations and the operations of our customers.



***The initial public offering price of our Class A common stock may not be indicative of the market price of our Class A common stock after this offering. In addition, an active, liquid and orderly trading market for our Class A common stock may not develop or be maintained, and our stock price may be volatile.***

Prior to this offering, our Class A common stock was not traded on any market. An active, liquid and orderly trading market for our Class A common stock may not develop or be maintained after this offering. Active, liquid and orderly trading markets usually result in less price volatility and more efficiency in carrying out investors' purchase and sale orders. The market price of our Class A common stock could vary significantly as a result of a number of factors, some of which are beyond our control. In the event of a drop in the market price of our Class A common stock, you could lose a substantial part or all of your investment in our Class A common stock. The initial public offering price will be negotiated between us and representatives of the underwriters, based on numerous factors which we discuss in "Underwriting (Conflicts of Interest)," and may not be indicative of the market price of our Class A common stock after this offering. Consequently, you may not be able to sell shares of our Class A common stock at prices equal to or greater than the price paid by you in this offering.

The following factors could affect our stock price:

- quarterly variations in our financial and operating results;
- the public reaction to our press releases, our other public announcements and our filings with the SEC;
- strategic actions by our competitors;
- changes in revenue or earnings estimates, or changes in recommendations or withdrawal of research coverage, by equity research analysts;
- speculation in the press or investment community;
- the failure of research analysts to cover our Class A common stock;
- sales of our Class A common stock by us and other stockholders, or the perception that such sales may occur;
- changes in accounting principles, policies, guidance, interpretations or standards;
- additions or departures of key management personnel;
- actions by our stockholders;
- general market conditions, including fluctuations in commodity prices;
- domestic and international economic, legal and regulatory factors unrelated to our performance; and
- the realization of any risks described under this "Risk Factors" section.

The stock markets in general have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our Class A common stock. Securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company's securities. Such litigation, if instituted against us, could result in very substantial costs, divert our management's attention and resources and harm our business, operating results and financial condition.

***The Legacy Owners have the ability to direct the voting of a majority of our voting stock, and their interests may conflict with those of our other stockholders.***

Upon completion of this offering, the Legacy Owners will own approximately 90.8% of our voting stock (or approximately 89.5% if the underwriters' option to purchase additional shares is exercised in full). As a result, the Legacy Owners will be able to control matters requiring stockholder approval, including the election



***Investors in this offering will experience immediate and substantial dilution of \$9.71 per share.***

Based on an assumed initial public offering price of \$14.00 per share (the midpoint of the range set forth on the cover of this prospectus), purchasers of our Class A common stock in this offering will experience an immediate and substantial dilution of \$9.71 per share in the as adjusted net tangible book value per share of Class A common stock from the initial public offering price, and our as adjusted net tangible book value as of September 30, 2017 after giving effect to this offering would be \$4.29 per share. This dilution is due in large part to earlier investors having paid substantially less than the initial public offering price when they purchased their shares. See “Dilution.”

***We do not intend to pay cash dividends on our Class A common stock, and our anticipated credit agreement will place certain restrictions on our ability to do so. Consequently, your only opportunity to achieve a return on your investment is if the price of our Class A common stock appreciates.***

We do not plan to declare cash dividends on shares of our Class A common stock in the foreseeable future. Additionally, our Credit Facilities place certain restrictions on our ability to pay cash dividends. Consequently, your only opportunity to achieve a return on your investment in us will be if you sell your Class A common stock at a price greater than you paid for it. There is no guarantee that the price of our Class A common stock that will prevail in the market will ever exceed the price that you pay in this offering.

***Future sales of our Class A common stock in the public market, or the perception that such sales may occur, could reduce our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute your ownership in us.***

We may sell additional shares of Class A common stock in subsequent public offerings. We may also issue additional shares of Class A common stock or convertible securities. After the completion of this offering, we will have 45,112,152 outstanding shares of Class A common stock (or 46,719,295 shares of Class A common stock if the underwriters’ option to purchase additional shares is exercised in full). This number includes 10,714,286 shares that we are selling in this offering and 1,607,143 shares that we may sell in this offering if the underwriters’ option to purchase additional shares is fully exercised, which may be resold immediately in the public market. Following the completion of this offering, and assuming full exercise of the underwriters’ option to purchase additional shares, the Legacy Owners will own 34,397,866 shares of our Class A common stock and 71,066,450 shares of our Class B common stock, or approximately 90.8% of our total outstanding shares. The Liberty Unit Holders will be party to a registration rights agreement, which will require us to effect the registration of any shares of Class A common stock that they receive in exchange for their Liberty LLC Units in certain circumstances no earlier than the expiration of the lock-up period contained in the underwriting agreement entered into in connection with this offering.

In connection with this offering, we intend to file a registration statement with the SEC on Form S-8 providing for the registration of 12,908,734 shares of our Class A common stock issued or reserved for issuance under our long term incentive plan. Subject to the satisfaction of vesting conditions, the expiration of lock-up agreements and the requirements of Rule 144, shares registered under the registration statement on Form S-8 may be made available for resale immediately in the public market without restriction.

We cannot predict the size of future issuances of our Class A common stock or securities convertible into Class A common stock or the effect, if any, that future issuances and sales of shares of our Class A common stock will have on the market price of our Class A common stock. Sales of substantial amounts of our Class A common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of our Class A common stock.

***The underwriters of this offering may waive or release parties to the lock-up agreements entered into in connection with this offering, which could adversely affect the price of our Class A common stock.***

We and all of our directors and executive officers have entered or will enter into lock-up agreements pursuant to which we and they will be subject to certain restrictions with respect to the sale or other disposition

***In certain cases, payments under the Tax Receivable Agreements may be accelerated and/or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreements.***

If we experience a change of control (as defined under the Tax Receivable Agreements, which includes certain mergers, asset sales and other forms of business combinations) or the Tax Receivable Agreements terminate early (at our election or as a result of our breach), we would be required to make a substantial, immediate lump-sum payment. This payment would equal the present value of hypothetical future payments that could be required to be paid under the Tax Receivable Agreements (determined by applying a discount rate equal to the long-term Treasury rate in effect on the applicable date plus 300 basis points). The calculation of hypothetical future payments will be based upon certain assumptions and deemed events set forth in the Tax Receivable Agreements, including (i) that we have sufficient taxable income to fully utilize the tax benefits covered by the Tax Receivable Agreements, (ii) that any Liberty LLC Units (other than those held by Liberty Inc.) outstanding on the termination date are deemed to be redeemed on the termination date, and (iii) certain loss or credit carryovers will be utilized over five years beginning with the taxable year that includes the termination date. Any early termination payment may be made significantly in advance of, and may materially exceed, the actual realization, if any, of the future tax benefits to which the termination payment relates.

If we experience a change of control (as defined under the Tax Receivable Agreements) or the Tax Receivable Agreements otherwise terminate early, our obligations under the Tax Receivable Agreements could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, or other forms of business combinations or changes of control. For example, if the Tax Receivable Agreements were terminated immediately after this offering, the estimated termination payments would, in the aggregate, be approximately \$252.3 million (calculated using a discount rate equal to the long-term Treasury rate in effect on the applicable date plus 300 basis points, applied against an undiscounted liability of \$393.5 million). The foregoing number is merely an estimate and the actual payment could differ materially. There can be no assurance that we will be able to finance our obligations under the Tax Receivable Agreements.

Please read “Certain Relationships and Related Party Transactions—Tax Receivable Agreements.”

***In the event that our payment obligations under the Tax Receivable Agreements are accelerated upon certain mergers, other forms of business combinations or other changes of control, the consideration payable to holders of our Class A common stock could be substantially reduced.***

If we experience a change of control (as defined under the Tax Receivable Agreements, which includes certain mergers, asset sales and other forms of business combinations), Liberty Inc. would be obligated to make a substantial, immediate lump-sum payment, and such payment may be significantly in advance of, and may materially exceed, the actual realization, if any, of the future tax benefits to which the payment relates. As a result of this payment obligation, holders of our Class A common stock could receive substantially less consideration in connection with a change of control transaction than they would receive in the absence of such obligation. Further, our payment obligations under the Tax Receivable Agreements will not be conditioned upon the TRA Holders’ having a continued interest in us or Liberty LLC. Accordingly, the TRA Holders’ interests may conflict with those of the holders of our Class A common stock. Please read “Risk Factors—Risks Related to this Offering and our Class A Common Stock— In certain cases, payments under the Tax Receivable Agreements may be accelerated and/or significantly exceed the actual benefits we realize, if any, in respect of the tax attributes subject to the Tax Receivable Agreements” and “Certain Relationships and Related Party Transactions—Tax Receivable Agreements.”

***We will not be reimbursed for any payments made under the Tax Receivable Agreements in the event that any tax benefits are subsequently disallowed.***

Payments under the Tax Receivable Agreements will be based on the tax reporting positions that we will determine. The TRA Holders will not reimburse us for any payments previously made under the Tax Receivable

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information in this prospectus includes “forward-looking statements.” All statements, other than statements of historical fact included in this prospectus, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this prospectus, the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “project” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading “Risk Factors” included in this prospectus. These forward-looking statements are based on management’s current belief, based on currently available information, as to the outcome and timing of future events.

Forward-looking statements may include statements about

- our business strategy;
- our operating cash flows, the availability of capital and our liquidity;
- our future revenue, income and operating performance;
- our ability to sustain and improve our utilization, revenue and margins;
- our ability to maintain acceptable pricing for our services;
- our future capital expenditures;
- our ability to finance equipment, working capital and capital expenditures;
- competition and government regulations;
- our ability to obtain permits and governmental approvals;
- pending legal or environmental matters;
- marketing of oil and natural gas;
- leasehold or business acquisitions;
- general economic conditions;
- credit markets;
- our ability to successfully develop our research and technology capabilities and implement technological developments and enhancements;
- uncertainty regarding our future operating results; and
- plans, objectives, expectations and intentions contained in this prospectus that are not historical.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks include, but are not limited to, decline in demand for our services, the cyclical nature and volatility of the oil and natural gas industry, a decline in, or substantial volatility of, crude oil and natural gas commodity prices, environmental risks, regulatory changes, the inability to comply with the financial and other covenants and metrics in our Credit Facilities, cash flow and access to capital, the timing of development expenditures and the other risks described under “Risk Factors” in this prospectus.

Should one or more of the risks or uncertainties described in this prospectus occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

## USE OF PROCEEDS

We expect to receive net proceeds from this offering of approximately \$132.0 million after deducting estimated underwriting discounts and commissions and estimated offering expenses of approximately \$18.0 million, in the aggregate.

We intend to contribute the net proceeds of this offering received by us to Liberty LLC in exchange for Liberty LLC Units. Liberty LLC will use the net proceeds (i) to repay our outstanding borrowings and accrued interest under our ABL Credit Facility, totaling approximately \$54.8 million as of November 9, 2017, (ii) to repay 35% of our outstanding borrowings, accrued interest and prepayment premium under the Term Loan Facility, totaling approximately \$62.5 million as of November 9, 2017 and (iii) for general corporate purposes, including additional repayment of debt and funding a portion of our 2017 and other future capital expenditures. We intend to use any net proceeds received by us from the exercise of the underwriters' option for general corporate purposes, including funding a portion of our 2017 and other future capital expenditures.

Our Term Loan Facility matures on September 19, 2022, and our ABL Credit Facility matures 90 days prior to the Term Loan Facility. As of November 9, 2017, the total amount outstanding under the Credit Facilities was approximately \$229.6 million and bore interest at a weighted average interest rate of 7.53%. The borrowings consist of \$175 million under the Term Loan Facility that bears interest at 8.86% as of November 9, 2017, and \$54.6 million outstanding under the ABL Credit Facility, which bears interest at 3.24%. While we currently do not have plans to immediately borrow additional amounts under our Credit Facilities, we may at any time reborrow amounts repaid under the ABL Credit Facility, and we may do so to fund our capital program and for other general corporate purposes.

## **DIVIDEND POLICY**

We do not anticipate declaring or paying any cash dividends to holders of our Class A common stock in the foreseeable future. We currently intend to retain future earnings, if any, to finance the growth of our business. Our future dividend policy is within the discretion of our board of directors and will depend upon then-existing conditions, including our results of operations, financial condition, capital requirements, investment opportunities, statutory restrictions on our ability to pay dividends and other factors our board of directors may deem relevant. In addition, our Credit Facilities restrict our ability to pay cash dividends to holders of our Class A common stock. |

## CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of September 30, 2017:

- on an actual basis; and
- on an as adjusted basis after giving effect to (i) the transactions described under “Corporate Reorganization,” (ii) the sale of shares of our Class A common stock in this offering at the initial offering price of \$14.00 per share and (iii) the application of the net proceeds from this offering as set forth under “Use of Proceeds.”

You should read the following table in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our combined financial statements and related notes appearing elsewhere in this prospectus.

	As of September 30, 2017	
	Actual	As Adjusted
	(in thousands, except share counts and par value)	
<b>Cash and cash equivalents</b> .....	<u>\$ 21,145</u>	<u>\$ 36,160</u>
<b>Long-term debt, including current maturities:</b>		
ABL Credit Facility .....	\$ 54,559	\$ —
Term Loan Facility .....	166,631	108,310
Total Debt, net of deferred financing costs .....	<u>\$221,190</u>	<u>\$108,310</u>
<b>Redeemable common units</b> .....	<u>\$ 41,764</u>	<u>\$ 41,764</u>
<b>Member/Shareholders’ equity:</b>		
Member equity .....	\$335,895	\$ —
Class A common stock, \$0.01 par value; no shares authorized, issued or outstanding (Actual); 400,000,000 shares authorized, 45,112,152 shares issued and outstanding (As Adjusted) .....	—	451
Class B common stock, \$0.01 par value, no shares authorized, issued or outstanding (Actual); 400,000,000 shares authorized, 71,066,450 shares issued and outstanding (As Adjusted) .....	—	711
Preferred stock, \$0.01 per share; no shares authorized, issued or outstanding (Actual), 10,000 shares authorized, no shares issued and outstanding (As Adjusted) .....	—	—
Additional paid-in capital .....	—	237,463
Non-controlling interests .....	—	226,341
Total member/shareholders’ equity .....	<u>\$335,895</u>	<u>\$464,966</u>
<b>Total capitalization</b> .....	<u>\$598,849</u>	<u>\$615,040</u>

The information presented above assumes no exercise of the underwriters’ option to purchase additional shares. The table does not reflect shares of Class A common stock reserved for issuance under our long-term incentive plan, which we plan to adopt in connection with this offering.



## DILUTION

Purchasers of the Class A common stock in this offering will experience immediate and substantial dilution in the net tangible book value per share of the Class A common stock for accounting purposes. Our net tangible book value as of September 30, 2017, after giving pro forma effect to the transactions described under “Corporate Reorganization,” was approximately \$366.6 million, or \$3.47 per share of Class A common stock. Pro forma net tangible book value per share is determined by dividing our pro forma tangible net worth (tangible assets less total liabilities) by the total number of outstanding shares of Class A common stock that will be outstanding immediately prior to the closing of this offering including giving effect to our corporate reorganization. After giving effect to the sale of the shares in this offering and further assuming the receipt of the estimated net proceeds of \$132.0 million (after deducting estimated underwriting discounts and commissions and estimated offering expenses and the application of such proceeds as described in “Use of Proceeds”), our adjusted pro forma net tangible book value as of September 30, 2017 would have been approximately \$498.6 million, or \$4.29 per share. This represents an immediate increase in the net tangible book value of \$0.82 per share to the Legacy Owners and an immediate dilution (i.e., the difference between the offering price and the adjusted pro forma net tangible book value after this offering) to new investors purchasing shares in this offering of \$9.71 per share. The following table illustrates the per share dilution to new investors purchasing shares in this offering (assuming that 100% of our Class B common stock has been exchanged for Class A common stock):

Assumed initial public offering price per share .....	\$14.00
Pro forma net tangible book value per share as of September 30, 2017 (after giving effect to our corporate reorganization) .....	\$3.47
Increase per share attributable to new investors in this offering .....	<u>0.82</u>
As adjusted pro forma net tangible book value per share after giving further effect to this offering .....	<u>4.29</u>
Dilution in pro forma net tangible book value per share to new investors in this offering <sup>(1)</sup> .....	<u>\$ 9.71</u>

(1) If the initial public offering price were to increase or decrease by \$1.00 per share, then dilution in pro forma net tangible book value per share to new investors in this offering would equal \$10.62 or \$8.80, respectively.

The following table summarizes, on an adjusted pro forma basis as of September 30, 2017, the total number of shares of Class A common stock owned by the Legacy Owners (assuming that 100% of our Class B common stock has been exchanged for Class A common stock) and to be owned by new investors, the total consideration paid, and the average price per share paid by the Legacy Owners and to be paid by new investors in this offering at \$14.00, calculated before deduction of estimated underwriting discounts and commissions.

	Shares Acquired		Total Consideration		Average Price Per Share
	Number	Percent	Amount (in thousands)	Percent	
Legacy Owners .....	105,464,316	90.8%	\$281,361	65.2%	\$ 2.67
New investors in this offering .....	10,714,286	9.2	150,000	34.8	14.00
Total .....	116,178,602	100.0%	\$431,361	100.0%	\$ 3.71

The data in the table excludes 12,908,734 shares of Class A common stock initially reserved for issuance under our long-term incentive plan.

If the underwriters’ option to purchase additional shares is exercised in full, the number of shares of Class A common stock being offered in this offering will be increased to 12,321,429, or approximately 26.4% of the total number of shares of Class A common stock.

## SELECTED HISTORICAL COMBINED FINANCIAL DATA

The following table summarizes our historical and certain pro forma financial and other data and should be read together with “Use of Proceeds,” “Summary Historical Combined Financial Data,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Corporate Reorganization” and our combined financial statements and related notes included elsewhere in this prospectus.

The selected historical financial data as of and for the years ended December 31, 2016 and 2015 was derived from the audited historical financial statements included elsewhere in this prospectus. The selected historical financial data as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016 was derived from the unaudited historical financial statements included elsewhere in this prospectus.

	Nine Months Ended September 30,		Years Ended December 31,	
	2017	2016	2016	2015
	(Unaudited)			
	(in thousands, except share, per share and revenue per active HHP amounts)			
Statement of Operations Data:				
Revenue . . . . .	\$ 1,040,972	\$219,102	\$ 374,773	\$ 455,404
Costs of services, excluding depreciation and amortization shown separately . . . . .	807,693	218,156	354,729	393,340
General and administrative . . . . .	59,351	22,381	35,789	28,765
Depreciation and amortization . . . . .	55,831	30,201	41,362	36,436
(Gain) loss on disposal of assets . . . . .	(12)	(27)	(2,673)	423
Operating income (loss) . . . . .	118,109	(51,609)	(54,434)	(3,560)
Other income (expense) . . . . .				
Interest expense . . . . .	(7,289)	(4,532)	(6,126)	(5,501)
Net income (loss) . . . . .	\$ 110,820	\$ (56,141)	\$ (60,560)	\$ (9,061)
Pro Forma Per Share Data <sup>(1)</sup>				
Pro forma net income (loss) . . . . .	\$ 94,235		\$ (51,878)	
Pro forma net income (loss) per share . . . . .				
Basic . . . . .	\$ 0.60		\$ (0.33)	
Diluted . . . . .	\$ 0.59		\$ (0.33)	
Pro forma weighted average shares outstanding . . . . .				
Basic . . . . .	45,112,152		45,112,152	
Diluted . . . . .	116,178,602		45,112,152	
Statement of Cash Flows Data:				
Cash flows provided by (used in) operating activities . . . . .	\$ 115,107	\$ (18,184)	\$ (40,708)	\$ 6,119
Cash flows used in investing activities . . . . .	(251,297)	(92,010)	(96,351)	(38,492)
Cash flows provided by financing activities . . . . .	145,851	112,038	148,543	21,485
Other Financial Data:				
Capital expenditures . . . . .	\$ 240,538	\$ 92,108	\$ 102,428	\$ 38,492
EBITDA <sup>(2)</sup> . . . . .	\$ 173,940	\$ (21,408)	\$ (13,072)	\$ 32,876
Adjusted EBITDA <sup>(2)</sup> . . . . .	\$ 188,975	\$ (15,579)	\$ (5,588)	\$ 41,213
Average Total HHP <sup>(3)</sup> . . . . .	729	376	432	237
Average Deployable HHP <sup>(3)</sup> . . . . .	578	267	293	237
Average Active HHP <sup>(4)</sup> . . . . .	578	258	287	237
Revenue per Average Active HHP <sup>(5)</sup> . . . . .	\$ 1,802	\$ 850	\$ 1,307	\$ 1,924
Balance Sheet Data (at end of period): . . . . .				
Total assets . . . . .	\$ 821,086		\$ 451,845	\$296,971
Long-term debt (including current portion) . . . . .	221,190		103,924	110,232
Total liabilities . . . . .	443,427		222,873	162,920
Redeemable common units . . . . .	41,764		—	—
Total member equity . . . . .	335,895		228,972	134,051

- (1) Pro forma net income (loss), net income (loss) per share and weighted average shares outstanding reflect the estimated number of shares of common stock we expect to have outstanding upon the completion of our corporate reorganization described under “—Corporate Reorganization” and this offering. The pro forma data also reflects additional pro forma income tax expense of \$16.7 million for the nine months ended September 30, 2017 and pro forma income tax benefit of \$8.7 million for the year ended December 31, 2016, respectively, associated with the income tax effects of the corporate reorganization described under “—Corporate Reorganization.” For the year December 31, 2016, the potential redemption of Liberty LLC Units and cancellation of the corresponding shares of Class B common stock has been excluded from the reported diluted earnings per share as the impact of such redemption would be antidilutive. Liberty Inc. is a corporation and is subject to U.S. federal income tax. Our predecessor, Liberty LLC, was not subject to U.S. federal income tax at an entity level. As a result, the consolidated and combined net income in our historical financial statements does not reflect the tax expense we would have incurred if we were subject to U.S. federal income tax at an entity level during such periods.
- (2) EBITDA and Adjusted EBITDA are non-GAAP financial measures. For definitions of EBITDA and Adjusted EBITDA and a reconciliation of each to our most directly comparable financial measure calculated and presented in accordance with GAAP, please read “Prospectus Summary—Non-GAAP Financial Measures.”
- (3) Average Total HHP is calculated as the average of the monthly total owned HHP for the period, including both deployable HHP and HHP represented by hydraulic fracturing equipment that is undergoing refurbishment or upgrade before it is available for use at the wellsite. Average Deployable HHP is calculated as the average of the monthly total owned HHP less HHP that is undergoing refurbishment or upgrade before it is available for use at the wellsite.
- (4) Average Active HHP is calculated as the average of the monthly active HHP (representing HHP active at any time during the month) for the period presented.
- (5) Revenue per Average Active HHP is calculated as total revenue for the period divided by the Average Active HHP, as defined above.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with "Selected Historical Combined Financial Data" and our audited combined financial statements and related notes appearing elsewhere in this prospectus. The financial information for the nine months ended September 30, 2017 and 2016 and for the year ended December 31, 2014 has not been audited. The following discussion contains "forward-looking statements" that reflect our future plans, estimates, beliefs and expected performance. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of a variety of risks and uncertainties, including those described in this offering memorandum under "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors." We assume no obligation to update any of these forward-looking statements.*

### Overview

We are a rapidly growing independent provider of hydraulic fracturing services to onshore oil and natural gas E&P companies in North America. We have grown organically from one active hydraulic fracturing fleet (40,000 HHP) in December 2011 to 18 active fleets (720,000 HHP) in November 2017. The demand for our hydraulic fracturing services exceeds our current capacity, and we expect, based on discussions with customers, to deploy two additional fleets (80,000 HHP) by the end of the first quarter of 2018, for a total of 20 active fleets (aggregating to a total of 837,500 HHP including additional supporting HHP). Our additional fleets consist of one fleet we recently acquired and are upgrading to our specifications and one ordered fleet currently being built to our specifications. We provide our services primarily in the Permian Basin, the Eagle Ford Shale, the DJ Basin, the Williston Basin and the Powder River Basin. Our customer base includes a broad range of E&P companies, including Extraction Oil & Gas, Inc., SM Energy Company, Continental Resources, Inc., Devon Energy Corporation, Newfield Exploration Company, Noble Energy, Inc., PDC Energy, Inc. and Anadarko Petroleum Corporation.

We believe the following characteristics both distinguish us from our competitors and are the foundations of our business: forming ongoing partnerships of trust and innovation with our customers; developing and utilizing technology to maximize well performance; and promoting a people-centered culture focused on our employees, customers and suppliers. We have developed strong relationships with our customers by investing significant time in fracture design collaboration, which substantially enhances their production economics. Our technological innovations have become even more critical as E&P companies have increased the completion complexity and fracture intensity of horizontal wells. We are proactive in developing innovative solutions to industry challenges, including developing: (i) our proprietary databases of U.S. unconventional wells to which we apply our proprietary multi-variable statistical analysis technologies to provide differential insight into fracture design optimization; (ii) our Liberty Quiet Fleet™ design which significantly reduces noise levels compared to conventional hydraulic fracturing fleets; and (iii) our hydraulic fracturing fluid system tailored to the reservoir properties in the DJ Basin which materially reduces completion costs without compromising production. We foster a people-centered culture built around honoring our commitments to customers, partnering with our suppliers and hiring, training and retaining people that we believe to be the best talent in our field, enabling us to be one of the safest and most efficient hydraulic fracturing companies in the United States.

### Recent Trends and Outlook

Demand for our hydraulic fracturing services is predominantly influenced by the level of drilling and completion by E&P companies, which, in turn, depends largely on the current and anticipated profitability of developing oil and natural gas reserves. More specifically, demand for our hydraulic fracturing services is driven by the completion of hydraulic fracturing stages in unconventional wells, which, in turn, is driven by several factors including rig count, well count, service intensity and the timing and style of well completions.

Overall demand and pricing for hydraulic fracturing services in North America has declined from their highs in late 2014 as a result of the downturn in hydrocarbon prices and the corresponding decline in E&P

activity. While the pricing for our hydraulic fracturing services declined substantially, negatively affecting our revenue per average active HHP, and has not returned to its 2014 highs, the industry witnessed an increase in demand for these services beginning in the third quarter of 2016 and continuing into 2017 as hydrocarbon prices have recovered somewhat, and we are currently experiencing price increases and increases in our revenue per average active HHP. We expect this demand to continue to increase as E&P companies increase drilling and completion activities. According to Baker Hughes' North American Rig Count, the number of active total rigs in the United States reached a recent low of 404, as reported on May 27, 2016, but has since increased by more than 122% to 898 active rigs as reported on November 3, 2017. If hydrocarbon prices stabilize at current levels or rise further, we expect to see further increased drilling and completion activity in the basins in which we operate. Should hydrocarbon prices decrease, our pricing and revenue per average active HHP may decrease due to lower demand for our services, negatively affecting our liquidity and financial condition. Please see "Risk Factors—Risks Related to Our Business—Our business depends on domestic capital spending by the oil and natural gas industry, and reductions in capital spending could have a material adverse effect on our liquidity, results of operations and financial condition" and "—How We Evaluate Our Operations."

In addition to increased industry activity levels, we expect to benefit from increased horizontal drilling as well as other long-term macro industry trends that improve drilling economics such as (i) greater rig efficiencies that result in more wells drilled per rig in a given period and (ii) increased complexity and service intensity of well completions, including longer wellbore laterals, more and larger fracturing stages and higher proppant usage per well.

These industry trends will directly benefit hydraulic fracturing companies like us that have the expertise and technological ability to execute increasingly complex and intense well completions. Given the improved returns that E&P companies have reported for new well completions, we expect these industry trends to continue.

We believe industry contraction and the resulting reduction in total U.S. marketable fracturing capacity since late 2014 will benefit us as industry demand increases. Industry sources report this capacity has declined between 40% and 60% from its peak of approximately 17 million HHP in 2014 and approximately 75% of this capacity is currently active and deployed. A number of our competitors have filed for bankruptcy or have otherwise undergone substantial debt restructuring, significantly reducing available capital and their ability to quickly redeploy fleets. In contrast, our rigorous preventive maintenance program, in addition to scheduled and in-process fleet additions and upgrades, has positioned us well to benefit from improving market dynamics. During the recent downturn, many oilfield service companies have significantly reduced their employee headcounts, which will constrain their ability to quickly reactivate fleets. Over the same period, we retained our high quality and experienced employees, did not conduct lay offs and substantially increased our workforce.

## **How We Generate Revenue**

We currently generate revenue through the provision of hydraulic fracturing services. These services are performed under a variety of contract structures, primarily master service agreements as supplemented by statements of work, pricing agreements and specific quotes. A portion of our master services agreements include provisions that establish pricing arrangements for a period of up to one year in length. However, the majority of those agreements provide for pricing adjustments based on market conditions. The majority of our services are priced based on prevailing market conditions and changing input costs at the time the services are provided, giving consideration to the specific requirements of the customer.

Our hydraulic fracturing services are performed in sections, which we refer to as fracturing stages. The estimated number of fracturing stages to be completed for a particular horizontal well is determined by the customer's well completion design. We recognize revenue for each fracturing stage completed, although our revenue per completed fracturing stage varies depending on the actual volumes and types of proppants, chemicals and fluid utilized for each fracturing stage. The number of fracturing stages that we are able to complete in a period is directly related to the number and utilization of our deployed fleets or average active HHP and size of stages.

## Costs of Conducting Our Business

The principal expenses involved in conducting our business are direct cost of services and materials used in the provision of services, general and administrative expenses, and depreciation and amortization. A large portion of the costs we incur in our business are variable based on the number of hydraulic fracturing jobs and the requirements of services provided to our customers. We manage the level of our fixed costs, except depreciation and amortization, based on several factors, including industry conditions and expected demand for our services.

Direct costs of services include the following major cost categories: materials, personnel costs, equipment costs (including repair and maintenance and leasing costs), and fuel costs.

Materials and fuel costs are significant variable operating costs. These costs fluctuate with usage and increase in proportion to increases in the number and utilization of our fleets, as well as the prices for each material, including delivery costs. We incurred materials costs of \$491.3 million, \$206.2 million and \$250.0 million for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015, respectively. We incurred fuel costs of \$51.6 million, \$18.4 million and \$19.0 million for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015, respectively.

Personnel costs associated with our operational employees represent a significant cost of our business. We incurred personnel costs of \$146.8 million, \$80.3 million and \$69.0 million for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015, respectively. A substantial portion of our labor costs are attributable to our fleet crews and are partly variable based on the requirements of our hydraulic fracturing jobs. Approximately 88% of our operational employees are paid on an hourly basis. A key component of personnel costs relates to the ongoing training of our employees, which improves safety rates and reduces attrition. We also incur costs to employ personnel at our district facilities to support services and perform maintenance on our assets. Costs for these district employees are not directly tied to our level of business activity.

We incur significant equipment costs in connection with the operation of our business, including repair and maintenance and leasing costs. We incurred equipment costs of \$95.7 million, \$32.5 million and \$40.0 million for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015, respectively.

## Public Company Costs

We expect to incur incremental, non-recurring costs related to our transition to a publicly traded corporation, including the costs of this initial public offering and the costs associated with the initial implementation of our Sarbanes-Oxley Section 404 internal control reviews and testing. We also expect to incur additional significant and recurring expenses as a publicly traded corporation, including costs associated with compliance under the Exchange Act, annual and quarterly reports to common stockholders, registrar and transfer agent fees, national stock exchange fees, audit fees, incremental director and officer liability insurance costs and director and officer compensation.

## How We Evaluate Our Operations

We use a variety of qualitative, operational and financial metrics to assess our performance. First and foremost of these is a qualitative assessment of customer satisfaction because ensuring we are a valuable partner to our customers is the key to achieving our quantitative business metrics. Among other measures, management considers each of the following:

Revenue;

Operating Income (Loss);



EBITDA;  
Adjusted EBITDA; and  
Revenue per Average Active HHP.

### **Revenue**

We analyze our revenue by comparing actual monthly revenue to our internal projections for a given period and to prior periods to assess our performance. We also assess our revenue in relation to the amount of HHP we have deployed (revenue per average active HHP) from period to period.

### **Operating Income (Loss)**

We analyze our operating income (loss), which we define as revenues less direct operating expenses, depreciation and amortization and general and administrative expenses, to measure our financial performance. We believe operating income is a meaningful metric because it provides insight on profitability and true operating performance based on the historical cost basis of our assets. We also compare operating income to our internal projections for a given period and to prior periods.

### **EBITDA and Adjusted EBITDA**

We view EBITDA and Adjusted EBITDA as important indicators of performance. We define EBITDA as net income (loss) before interest, income taxes, depreciation and amortization. We define Adjusted EBITDA as EBITDA adjusted to eliminate the effects of items such as new fleet or new basin start-up costs, costs of asset acquisition, gain or loss on the disposal of assets, asset impairment charges, bad debt reserves, and non-recurring expenses that management does not consider in assessing ongoing operating performance. See “—Comparison of Non-GAAP Financial Measures” for more information and a reconciliation of EBITDA and Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP.

### **Results of Operations**

#### **Nine Months Ended September 30, 2017, Compared to Nine Months Ended September 30, 2016**

<u>Description</u>	<u>Nine Months Ended September 30,</u>		
	<u>2017</u>	<u>2016</u>	<u>Change</u>
	(in thousands)		
Revenue .....	\$1,040,972	\$219,102	\$821,870
Cost of services, excluding depreciation and amortization shown separately .....	807,693	218,156	589,537
General and administrative .....	59,351	22,381	36,970
Depreciation and amortization .....	55,831	30,201	25,630
(Gain) loss on disposal of assets .....	(12)	(27)	15
Operating income (loss) .....	118,109	(51,609)	169,718
Interest expense .....	(7,289)	(4,532)	2,757
Net income (loss) .....	<u>\$ 110,820</u>	<u>\$ (56,141)</u>	<u>\$166,961</u>

### **Revenue**

Our revenue increased \$821.9 million, or 375.1%, to \$1,041.0 million for the nine months ended September 30, 2017 compared to \$219.1 million for nine months ended September 30, 2016. The increase was

due to the combined effect of a 124.1% increase in average active HHP deployed and a 112.0% increase in revenue per average active HHP. Our revenue per average active HHP increased to approximately \$1,802 for the nine months ended September 30, 2017 as compared to approximately \$850 for the nine months ended September 30, 2016, based on 578,000 and 258,000 average active HHP deployed during those respective periods. The increase in revenue per active HHP was due to improved pricing and throughput in conjunction with increased demand for our services.

### ***Cost of Services***

Cost of services (excluding depreciation and amortization) increased \$589.5 million, or 270.2%, to \$807.7 million for the nine months ended September 30, 2017 compared to \$218.2 million for the nine months ended September 30, 2016. The higher expense is due to an increase in services provided and reflects an \$363.9 million increase attributable to materials, which was driven by a 318.0% increase in material volumes in the nine months ended September 30, 2017 compared to the same period in 2016. Additionally, the cost of components used in our repairs and maintenance operations increased by \$73.8 million and fuel costs increased by \$42.8 million. Personnel costs increased by 171.4% to support the increased activity, including a 124.1% increase in average active HHP deployed, for the nine months ended September 30, 2017 as compared to the nine months ended September 30, 2016.

### ***General and Administrative Expenses***

General and administrative expenses increased by \$37.0 million, or 165.2%, to \$59.4 million for the nine months ended September 30, 2017 compared to \$22.4 million for the nine months ended September 30, 2016. Payroll and benefits, related office expenses and fleet start-up expenses increased approximately \$19.0 million, \$3.4 million and \$9.0 million, respectively, in connection with the increase in head count to support our expanded scope of operations and the seven fleets deployed during the nine months ended September 30, 2017. Additionally, legal, accounting and other professional services fees and other transactions costs increased approximately \$0.8 million and were primarily associated with asset acquisitions and other transactions.

### ***Depreciation and Amortization***

Depreciation and amortization expense increased \$25.6 million, or 84.9%, to \$55.8 million for the nine months ended September 30, 2017 compared to \$30.2 million for the nine months ended September 30, 2016, due to additional hydraulic fracturing fleets deployed in the twelve months ended September 30, 2017.

### ***Operating Income (Loss)***

We realized operating income of \$118.1 million for the nine months ended September 30, 2017 compared to an operating loss of \$51.6 million for the nine months ended September 30, 2016, primarily due to the increased number of hydraulic fracturing fleets deployed and the higher revenue per average active HHP in response to increased demand for our services described above. Generally, our financial results have improved significantly due to the increased drilling and completion activity by E&P companies during the recent recovery of the oil and gas industry beginning in the third quarter of 2016.

### ***Interest Expense***

The increase in interest expense of \$2.8 million, or 60.8%, during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 was primarily due to \$1.2 million of deferred financing costs written off in connection with the termination of the Prior Credit Facility and a \$1 million increase in interest expense due to the increased average borrowings outstanding during the nine months ended September 30, 2017 compared to the same period in 2016. Additionally, we incurred \$0.8 million of interest on the \$60 million of the Bridge Loan (as defined below) outstanding during a portion of the three months ended

June 30, 2017, which was returned from Liberty Holdings to ACQI in June 2017 in exchange for the issuance by ACQI to Liberty Holdings of 60,761,000 Redeemable Class 2 Common Units of ACQI. Upon this exchange, the Bridge Loan was canceled along with all related obligations. The Redeemable Class 2 Common Units were redeemed in September 2017.

### *Net Income (Loss)*

We realized net income of \$110.8 million for the nine months ended September 30, 2017 compared to a net loss of \$56.1 million for the nine months ended September 30, 2016. Our net loss for the nine months ended September 30, 2016 resulted from the significant decrease in pricing for our hydraulic fracturing services following the dramatic decrease in drilling activity by E&P companies during the industry downturn from late 2014 through the first half of 2016. Our net income for the nine months ended September 30, 2017 was driven by recovery of the oil and gas industry beginning in the third quarter of 2016, as well as our expanded scope of operations following deployment of nine additional hydraulic fracturing fleets during the twelve month period ended September 30, 2017.

### *Year Ended December 31, 2016, Compared to Year Ended December 31, 2015*

Description	Years Ended December 31,		
	2016	2015	Change
	(in thousands)		
Revenue .....	\$374,773	\$455,404	\$(80,631)
Cost of services, excluding depreciation and amortization shown separately ..	354,729	393,340	(38,611)
General and administrative .....	35,789	28,765	7,024
Depreciation and amortization .....	41,362	36,436	4,926
(Gain) loss on disposal of assets .....	(2,673)	423	(3,096)
Operating loss .....	(54,434)	(3,560)	(50,874)
Interest expense .....	(6,126)	(5,501)	(625)
Net loss .....	<u>\$ (60,560)</u>	<u>\$ (9,061)</u>	<u>\$(51,499)</u>

### *Revenue*

Our revenue decreased \$80.6 million, or 17.7%, to \$374.8 million for the year ended December 31, 2016 compared to \$455.4 million for the year ended December 31, 2015. A \$65.4 million increase in revenue attributable to an increase in average active HHP was offset by a \$146.0 million decrease in revenue per average active HHP, including the impact of a material decrease in service pricing during the industry downturn. Service pricing trended downward throughout 2015 and through June 2016. Our revenue per average active HHP decreased 32.1% to approximately \$1,307 for the year ended December 31, 2016 as compared to approximately \$1,924 for the year ended December 31, 2015, based on 287,000 and 237,000 average active HHP deployed during those respective periods. However, our revenue per average active HHP increased by approximately 14.3%, 14.7% and 31.1% in the second, third and fourth quarters of 2016 as compared to the respective prior quarter. For the three months ended December 31, 2016, our revenue was \$155.7 million. For the year ended December 31, 2014, our revenue was \$517.4 million and our revenue per average active HHP was \$3,168.

### *Cost of Services*

Cost of services (excluding depreciation and amortization) decreased \$38.6 million, or 9.8%, to \$354.7 million for the year ended December 31, 2016 compared to \$393.3 million for the year ended December 31, 2015. The lower expense in 2016 reflects a \$44.4 million decrease attributable to materials and fuel, primarily due to the benefit of lower pricing which was partially offset by a 40% increase in material volumes. Additionally, the cost of components used in our repairs and maintenance operations decreased by \$7.5 million. Those decreases were partially offset by higher personnel costs, which increased by 16.4% to support a 21.1% increase in average active HHP deployed during the year ended December 31, 2016 as compared to the year ended December 31, 2015.

### ***General and Administrative Expenses***

General and administrative expenses increased by \$7.0 million, or 24.4%, to \$35.8 million for the year ended December 31, 2016 compared to \$28.8 million for the year ended December 31, 2015. Legal and other professional services fees and other transaction costs increased approximately \$6.1 million and were primarily associated with the assets acquired in 2016. Additionally, fleet start-up expenses increased by \$3.2 million for the year ended December 31, 2016 compared to the year ended December 31, 2015. These increases were partially offset by a \$6.4 million decrease in bad debt expense.

### ***Depreciation and Amortization***

Depreciation and amortization expense increased \$4.9 million, or 13.5%, to \$41.4 million for the year ended December 31, 2016 compared to \$36.4 million for the year ended December 31, 2015, due to an increase in field services equipment in operation, primarily related to assets purchased in 2016.

### ***Operating Income (Loss)***

We realized an operating loss of \$54.4 million for the year ended December 31, 2016 compared to an operating loss of \$3.6 million for the year ended December 31, 2015, primarily due to the pricing driven reductions in revenues and expenses described above. Generally, our financial results were negatively impacted by the significant decrease in pricing for our hydraulic fracturing services following the dramatic decrease in drilling activity by E&P companies during the recent downturn.

### ***Interest Expense***

The increase in interest expense of \$0.6 million, or 11.4% during the year ended December 31, 2016 compared to the year ended December 31, 2015 was primarily due to an increase in the average outstanding balance under our Prior Credit Facility, as well as a small increase in the weighted average interest rate.

### ***Net Income (Loss)***

We realized net losses of \$60.6 million and \$9.1 million for the years ended December 31, 2016 and 2015, respectively. Our net losses resulted from the pricing driven reductions in revenues and expenses described above. Generally, our financial results were negatively impacted by the significant decrease in pricing for our hydraulic fracturing services following the dramatic decrease in drilling activity by E&P companies during the recent downturn.

### **Comparison of Non-GAAP Financial Measures**

We view EBITDA and Adjusted EBITDA as important indicators of performance. We define EBITDA as net income (loss) before interest, income taxes, depreciation and amortization. We define Adjusted EBITDA as EBITDA adjusted to eliminate the effects of items such as new fleet or new basin start-up costs, costs of asset acquisitions, gain or loss on the disposal of assets, asset impairment charges, bad debt reserves and non-recurring expenses that management does not consider in assessing ongoing performance.

Our board of directors, management, investors and lenders use EBITDA and Adjusted EBITDA to assess our financial performance because it allows them to compare our operating performance on a consistent basis across periods by removing the effects of our capital structure (such as varying levels of interest expense), asset base (such as depreciation and amortization) and other items that impact the comparability of financial results from period to period. We present EBITDA and Adjusted EBITDA because we believe they provide useful information regarding the factors and trends affecting our business in addition to measures calculated under GAAP. Additionally, the calculation of Adjusted EBITDA complies with the definition of Consolidated EBITDA and other provisions of our Credit Facilities. See “—Liquidity and Capital Resources—Debt Agreements.”

### ***Note Regarding Non-GAAP Financial Measures***

EBITDA and Adjusted EBITDA are not financial measures presented in accordance with GAAP. We believe that the presentation of these non-GAAP financial measures will provide useful information to investors in assessing our financial performance and results of operations. Net income (loss) is the GAAP measure most directly comparable to EBITDA and Adjusted EBITDA. Our non-GAAP financial measures should not be considered as alternatives to the most directly comparable GAAP financial measure. Each of these non-GAAP financial measures has important limitations as an analytical tool due to exclusion of some but not all items that affect the most directly comparable GAAP financial measures. You should not consider EBITDA or Adjusted EBITDA in isolation or as substitutes for an analysis of our results as reported under GAAP. Because EBITDA and Adjusted EBITDA may be defined differently by other companies in our industry, our definitions of these non-GAAP financial measures may not be comparable to similarly titled measures of other companies, thereby diminishing their utility. For further discussion, please see “Summary—Summary Combined Financial Data.”

The following tables present a reconciliation of EBITDA and Adjusted EBITDA to our net income (loss), which is the most directly comparable GAAP measure for the periods presented:

#### ***Nine Months Ended September 30, 2017 Compared to Nine Months Ended September 30, 2016: EBITDA and Adjusted EBITDA***

<u>Description</u>	<u>Nine Months Ended September 30,</u>		
	<u>2017</u>	<u>2016</u>	<u>Change</u>
		(in thousands)	
Net income (loss) .....	\$110,820	\$(56,141)	\$166,961
Depreciation and amortization .....	55,831	30,201	25,630
Interest expense .....	7,289	4,532	2,757
EBITDA .....	\$173,940	\$(21,408)	\$195,348
Fleet start-up costs .....	10,784	1,660	9,124
Asset acquisition costs .....	2,968	3,854	(886)
(Gain) loss on disposal of assets .....	(12)	(27)	15
Advisory services fees .....	1,295	342	952
Adjusted EBITDA .....	<u>\$188,975</u>	<u>\$(15,579)</u>	<u>\$204,554</u>

EBITDA was \$173.9 million for the nine months ended September 30, 2017 compared to \$(21.4) million for the nine months ended September 30, 2016. Adjusted EBITDA was \$189.0 million for the nine months ended September 30, 2017 compared to \$(15.6) million for the nine months ended September 30, 2016. The increases in EBITDA and Adjusted EBITDA resulted from the increased revenue and other factors described above under the captions *Revenue*, *Cost of Services* and *General and Administrative Expenses* above.

**Year Ended December 31, 2016, Compared to Year Ended December 31, 2015: EBITDA and Adjusted EBITDA**

Description	Years Ended December 31,		
	2016	2015	Change
	(in thousands)		
Net income (loss) . . . . .	\$(60,560)	\$ (9,061)	\$(51,499)
Depreciation and amortization . . . . .	41,362	36,436	4,926
Interest expense . . . . .	6,126	5,501	625
EBITDA . . . . .	\$(13,072)	\$32,876	\$(45,948)
Fleet start-up costs . . . . .	4,280	1,044	3,236
Asset acquisition costs . . . . .	5,420	—	5,420
(Gain) loss on disposal of assets . . . . .	(2,673)	423	(3,096)
Bad debt reserve . . . . .	—	6,424	(6,424)
Advisory services fees . . . . .	457	446	11
Adjusted EBITDA . . . . .	<u>\$ (5,588)</u>	<u>\$41,213</u>	<u>\$(46,801)</u>

EBITDA was \$(13.1) million for the year ended December 31, 2016 compared to \$32.9 million for the year ended December 31, 2015. Adjusted EBITDA was \$(5.6) million for the year ended December 31, 2016 compared to \$41.2 million for the year ended December 31, 2015. The decreases in EBITDA and Adjusted EBITDA resulted from the declines in revenue and other items described above under the captions *Revenue*, *Cost of Services* and *General and Administrative Expenses* above.

For the three months ended December 31, 2016, our Adjusted EBITDA of \$10.1 million represents net loss of \$4.1 million, plus depreciation and amortization of \$11.1 million, interest expense of \$1.6 million, fleet startup costs of \$2.5 million, asset acquisition costs of \$1.5 million, and advisory service fees of \$0.1 million less gain on disposal of assets of \$2.6 million.

For the year ended December 31, 2014, our Adjusted EBITDA of \$76.1 million represents net income of \$36.0 million, plus depreciation and amortization of \$22.1 million, interest expense of \$3.9 million, fleet start-up costs of \$2.8 million, loss on disposal of assets of \$0.8 million, bad debt reserve of \$0.5 million and proppant delivery expediting costs of \$10.0 million.

## Liquidity and Capital Resources

### Overview

Our primary sources of liquidity to date have been capital contributions from our owners, borrowings under our Credit Facilities and cash flows from operations. Our primary uses of capital have been capital expenditures to support organic growth. We strive to maintain financial flexibility and proactively monitor potential capital sources, including equity and debt financing, to meet our investment and target liquidity requirements and to permit us to manage the cyclical nature associated with our business.

As described in “Use of Proceeds,” we intend to contribute the net proceeds we receive from this offering to Liberty LLC in exchange for Liberty LLC Units. Liberty LLC will use the net proceeds (i) to repay our outstanding borrowings and accrued interest under our ABL Credit Facility, totaling approximately \$54.8 million as of November 9, 2017, (ii) to repay 35% of our outstanding borrowings, accrued interest prepayment premium under the Term Loan Facility, totaling approximately \$62.5 million as of November 9, 2017 and (iii) for general corporate purposes, including repayment of additional indebtedness and funding a portion of our 2017 and other future capital expenditures. Please see “Use of Proceeds.” After giving effect to this offering and use of proceeds therefrom, we expect to have \$164.4 million available for borrowings under our ABL Credit Facility, based on our borrowing base as of September 30, 2017 (or \$201.4 million, based on our borrowing base as of November 9, 2017) and \$36.2 million in cash. We currently estimate that our capital expenditures for 2017 will range from \$300 million to \$340 million, including (i) approximately \$80 million to \$90 million for completion of required upgrades to assets acquired from Sanjel Corporation in June 2016, (ii) approximately



\$70 million to \$75 million for the acquisition and upgrade of assets in connection with the Titan Frac Acquisition, (iii) approximately \$105 million to \$115 million for the remaining cost to purchase three newly built fleets (120,000 HHP), two of which we have deployed to date and one remaining we still expect to deploy in the current year, (iv) approximately \$20 million to \$30 million for maintenance capital, and (v) approximately \$25 million to \$30 million for facilities and other capital expenditures. We expect to fund these expenditures through a combination of cash on hand, cash generated by our operations and borrowings under our Credit Facilities. We continuously evaluate our capital expenditures and the amount we ultimately spend will depend on a number of factors, including expected industry activity levels and company initiatives. Following this offering and the application of the net proceeds therefrom, we intend to finance the majority of our capital expenditures, contractual obligations and working capital needs with cash on hand, cash generated from operations and borrowings under our Credit Facilities. We believe that our operating cash flow and available borrowings under our Credit Facilities will be sufficient to fund our operations for at least the next twelve months.

At September 30, 2017, cash and cash equivalents totaled \$21.1 million. In addition to cash and cash equivalents, we had approximately \$109.9 million available for borrowings under our ABL Credit Facility as of September 30, 2017.

### Cash Flows

The following table summarizes our cash flows for the periods indicated:

Description	Nine Months Ended September 30,		
	2017	2016	Change
	(in thousands)		
Net cash provided by (used in) operating activities	\$ 115,107	\$ (18,184)	\$ 133,291
Net cash used in investing activities	(251,297)	(92,010)	(159,287)
Net cash provided by financing activities	145,851	112,038	33,813
Net change in cash	\$ 9,661	\$ 1,844	\$ 7,817

### Analysis of Cash Flow Changes Between the Nine Months Ended September 30, 2017 and 2016

**Operating Activities.** Net cash provided by operating activities was \$115.1 million for the nine months ended September 30, 2017 compared to net cash used in operating activities of \$18.2 million for the nine months ended September 30, 2016. The \$133.3 million increase in cash from operating activities was attributable to the net impact of the increase in cash receipts for hydraulic fracturing services, partially offset by the increased costs of those services and increased general and administrative expenses, and the changes in related working capital items.

**Investing Activities.** Net cash used in investing activities was \$251.3 million for the nine months ended September 30, 2017 compared to \$92.0 million for the nine months ended September 30, 2016. The \$159.3 million increase in net cash used in investing activities was primarily due to expenditures for our acquisition of field services assets through the Titan Frac Acquisition in February 2017, real estate acquisitions in Texas and increased payments for the assembly and upgrade of our hydraulic fracturing fleets.

**Financing Activities.** Net cash provided by financing activities was \$145.9 million for the nine months ended September 30, 2017 compared to \$112.0 million for the nine months ended September 30, 2016. The \$33.8 million increase in cash provided by financing activities was primarily due to the Credit Facilities entered into in September 2017, which increased net borrowings by \$121.1 million, proceeds from the issuance of redeemable common units totaling approximately \$39.8 million, net cost related to the redemption of the Redeemable Class 2 Common Units including accrued return of \$2.7 million, the payment of \$8.7 million in costs related to the Credit Facilities, and \$3.4 million in costs related to this offering.

The following table summarizes our cash flows for the periods indicated:

Description	Years Ended December 31,		
	2016	2015	Change
	(in thousands)		
Net cash provided by (used in) operating activities	\$ (40,708)	\$ 6,119	\$ (46,827)
Net cash used in investing activities	(96,351)	(38,492)	(57,859)
Net cash provided by financing activities	148,543	21,485	127,058
Net change in cash	<u>\$ 11,484</u>	<u>\$ (10,888)</u>	<u>\$ 22,372</u>

### ***Analysis of Cash Flow Changes Between the Years Ended December 31, 2016 and 2015***

*Operating Activities.* Net cash used in operating activities was \$40.7 million for the year ended December 31, 2016, compared to cash generated from operating activities of \$6.1 million for the year ended December 31, 2015. The \$46.8 million decrease in cash from operating activities was attributable to the \$15.1 million inventory purchase from Sanjel Corporation in 2016, as well as the net impact of the decrease in cash receipts for hydraulic fracturing services and the increase in general and administrative expenses, which were partially offset by decreased costs of services during the year ended December 31, 2016.

*Investing Activities.* Net cash used in investing activities was \$96.4 million for the year ended December 31, 2016, compared to \$38.5 million for the year ended December 31, 2015. The \$57.9 million increase in net cash used in investing activities was primarily due to expenditures for our 2016 asset acquisition, the acquisition of two fleets from leasing companies, and increased payments for the assembly and upgrade of our hydraulic fracturing fleets. These expenditures were partially offset by \$6.1 million of proceeds from the sale of assets.

*Financing Activities.* Net cash provided by financing activities was \$148.5 million for the year ended December 31, 2016, compared to \$21.5 million for the year ended December 31, 2015. The \$127.1 million increase in cash provided by financing activities was primarily due to capital contributions from our owners totaling \$155.5 million for the year ended December 31, 2016, partially offset by a \$29 million change in net cash activity under our Prior Credit Facility. For the year ended December 31, 2016, we had a net repayment of \$1.0 million under our Prior Credit Facility as compared to a net borrowing of \$28.0 million for the year ended December 31, 2015.

### **Debt Agreements**

#### **ABL Credit Facility**

On September 19, 2017, we entered into the ABL Credit Facility. Under the terms of the ABL Credit Facility, up to \$250.0 million may be borrowed, subject to certain borrowing base limitations based on a percentage of eligible accounts receivable and inventory. As of September 30, 2017, the borrowing base was approximately \$164.6 million, of which approximately \$54.6 million was outstanding, excluding an outstanding letter of credit for \$0.2 million, leaving \$109.9 million of remaining availability. The ABL Credit Facility is collateralized by accounts receivable and inventory, and further secured by Liberty Holdings, as parent guarantor. The ABL Credit Facility matures on the earlier of September 19, 2022, or 90 days prior to the final maturity of the Term Loan Facility.

Borrowings under the ABL Credit Facility bear interest at LIBOR, plus an applicable LIBOR rate margin of 1.5% to 2.0% or base rate margin of 0.5% to 1.0%, as defined in the ABL Credit Facility credit agreement. Under the terms of the ABL Credit Facility, the weighted average interest rate on borrowings was 3.24% as of September 30, 2017. The unused portion of the ABL Credit Facility is subject to an unused commitment fee of

0.375%-0.50%. Interest and fees (other than letter of credit fees) are payable in arrears on the first day of each month. All letter of credit fees are payable in arrears on the first business day of each month.

The ABL Credit Facility includes certain non-financial covenants, including but not limited to restrictions on incurring additional debt and certain distributions. The ABL Credit Facility is not subject to financial covenants unless excess availability (as defined in the credit agreement governing the ABL Credit Facility) is less than 10% of the borrowing base or \$12.5 million, whichever is greater, at which point we are required to maintain a minimum fixed charge coverage ratio, as defined, of 1.0 to 1.0 for each trailing twelve month period. We were in compliance with these covenants as of September 30, 2017.

### **Term Loan Facility**

On September 19, 2017, we entered into the Term Loan Facility, which provides for a \$175.0 million term loan, of which \$175.0 million remained outstanding as of September 30, 2017. The Term Loan Facility is collateralized by the fixed assets of LOS and ACQI and its subsidiaries, and is further secured by Liberty Holdings, as parent guarantor. The Term Loan Facility matures on September 19, 2022.

Borrowings under the Term Loan Facility bear interest at LIBOR or a base rate, plus an applicable margin of 7.625% or 6.625%, respectively, and the weighted average rate on borrowings was 8.86% as of September 30, 2017. Interest and fees are payable in arrears on the first day of each month.

The Term Loan Facility includes certain non-financial covenants, including but not limited to restrictions on incurring additional debt and certain distributions. The Term Loan Facility is not subject to financial covenants unless liquidity, as defined, is less than \$25,000 for at least five consecutive business days, at which point, we are required to maintain a minimum fixed charge \$25.0 million coverage ratio, as defined, of 1.2 to 1.0. We were in compliance with these covenants as of September 30, 2017.

### **Bridge Loan**

During the second quarter of 2017, ACQI entered into a pledge and security agreement and irrevocable proxy with affiliates of Riverstone, Laurel Road, LLC and Spruce Road, LLC (collectively, the “Bridge Loan Lenders”) for an aggregate principal amount totaling \$60 million, which was evidenced by three promissory notes (collectively, the “Bridge Loan”). The Bridge Loan was to mature on October 10, 2017, unless earlier terminated in connection with an initial public offering, and provided for interest at 12% per annum.

In June 2017, in connection with our entry into an amendment to the Prior Credit Facility, the Bridge Loan and accrued interest payable of \$60,761 were assigned from the Bridge Loan Lenders to Liberty Holdings and ACQI’s obligation under the Bridge Loan was canceled in exchange for 60,761,000 Redeemable Class 2 Common Units issued to Liberty Holdings. The Class 2 Redeemable Class 2 Common Units were redeemed in connection with the entry into the Credit Facilities on September 19, 2017.

## Contractual Obligations

The table below provides estimates of the timing of future payments that we are contractually obligated to make based on agreements in place at December 31, 2016.

	Payments Due by Period				
	(in thousands)				
	Less than 1 year	1 – 3 years	4 – 5 years	Thereafter	Total
Prior Credit Facility <sup>(1)</sup> . . . . .	\$13,000	\$ 92,000	\$ —	\$ —	\$105,000
Estimated interest payments <sup>(2)</sup> . . . . .	5,176	6,579	—	—	11,755
Capital lease obligations <sup>(3)</sup> . . . . .	119	—	—	—	119
Operating lease obligations <sup>(4)</sup> . . . . .	2,507	5,108	4,631	23,569	35,815
Purchase commitments <sup>(5)</sup> . . . . .	54,310	103,372	39,527	—	197,209
Total . . . . .	\$75,112	\$207,059	\$44,158	\$23,569	\$349,898

- (1) Payments on Prior Credit Facility exclude interest payments.
- (2) Estimated interest payments are based on outstanding Prior Credit Facility balances as of December 31, 2016. Interest rates applied are based on the weighted average rate as of December 31, 2016.
- (3) Capital lease obligations include payments for certain field services equipment acquired under capital lease.
- (4) Operating lease obligations include payments for leased facilities, equipment and vehicles.
- (5) Purchase commitments represent payments under supply agreements for the purchase and transportation of proppants. The agreements include minimum monthly purchase commitments, including one agreement under which a shortfall fee may be applied. The shortfall fee may be offset by purchases in excess of the minimum requirement during the three months following the shortfall month.

In September 2017, we entered into the Credit Facilities, under which we have borrowings totaling \$229.6 million, which matures on or about September 19, 2022. See Note 6 “Debt” to our unaudited condensed combined financial statements as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016.

During the nine months ended September 30, 2017, we entered into operating leases for additional office space, equipment, and light duty trucks to support our fleets deployed to date and our expanded operations. Additionally, we have entered into additional purchase and supply and rail car agreements to supply proppant to our fleets. See Note 13 “Commitments & Contingencies” to our unaudited condensed combined financial statements as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016.

## Tax Receivable Agreements

With respect to obligations we expect to incur under our Tax Receivable Agreements (except in cases where we elect to terminate the Tax Receivable Agreements early, the Tax Receivable Agreements are terminated early due to certain mergers or other changes of control or we have available cash but fail to make payments when due), generally we may elect to defer payments due under the Tax Receivable Agreements if we do not have available cash to satisfy our payment obligations under the Tax Receivable Agreements or if our contractual obligations limit our ability to make these payments. Any such deferred payments under the Tax Receivable Agreements generally will accrue interest. In certain cases, payments under the Tax Receivable Agreements may be accelerated and/or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreements. We intend to account for any amounts payable under the Tax Receivable Agreements in accordance with ASC Topic 450, Contingent Consideration. For further discussion regarding the potential acceleration of payments under the Tax Receivable Agreements and its potential impact, please read “Risk Factors—Risks Related to this Offering and Our Class A Common Stock.” For additional information regarding the Tax Receivable Agreements, see “Certain Relationships and Related Party Transactions—Tax Receivable Agreements.”

## Quantitative and Qualitative Disclosure about Market Risk

The demand, pricing and terms for hydraulic fracturing services provided by us are largely dependent upon the level of drilling activity in the U.S. oil and natural gas industry. These activity levels are influenced by numerous factors over which we have no control, including, but not limited to: the supply of and demand for oil and natural gas; the level of prices, and expectations about future prices of oil and natural gas; the cost of exploring for, developing, producing and delivering oil and natural gas; the expected rates of declining current production; the discovery rates of new oil and natural gas reserves; available rail and other transportation capacity; weather conditions; domestic and worldwide economic conditions; political instability in oil-producing countries; environmental regulations; technical advances affecting energy consumption; the price and availability of alternative fuels; the ability of E&P companies to raise equity capital and debt financing; and merger and divestiture activity among E&P companies.

The level of U.S. oil and natural gas drilling is volatile. Expected trends in oil and natural gas production activities may not materialize and demand for our services may not reflect the level of activity in the industry. Any prolonged and substantial reduction in oil and natural gas prices would likely affect oil and natural gas production levels and therefore affect demand for our services. A material decline in oil and natural gas prices or U.S. activity levels could have a material adverse effect on our business, financial condition, results of operations and cash flows.

### *Interest Rate Risk*

At September 30, 2017, we had \$229.6 million of debt outstanding, with a weighted average interest rate of 7.53%. Interest is calculated under the terms of our Credit Facilities based on our selection, from time to time, of one of the index rates available to us plus an applicable margin that varies based on certain factors. See “—Debt Agreements.” Assuming no change in the amount outstanding, the impact on interest expense of a 1% increase or decrease in the weighted average interest rate would be approximately \$2.3 million per year. We do not currently have or intend to enter into any derivative arrangements to protect against fluctuations in interest rates applicable to our outstanding indebtedness.

## Critical Accounting Policies and Estimates

The preparation of financial statements requires the use of judgments and estimates. Our critical accounting policies are described below to provide a better understanding of how we develop our assumptions and judgments about future events and related estimates and how they can impact our financial statements. A critical accounting estimate is one that requires our most difficult, subjective or complex estimates and assessments and is fundamental to our results of operations.

We base our estimates on historical experience and on various other assumptions we believe to be reasonable according to the current facts and circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We believe the following are the critical accounting policies used in the preparation of our combined financial statements, as well as the significant estimates and judgments affecting the application of these policies. This discussion and analysis should be read in conjunction with our combined financial statements and related notes included in this report.

*Revenue Recognition:* Revenue from hydraulic fracturing services is recognized as specific services are provided in accordance with contractual arrangements. If our assessment of performance under a particular contract changes, our revenue and / or costs under that contract may change.

*Account Receivable:* We analyze the need for an allowance for doubtful accounts for estimated losses related to potentially uncollectible accounts receivable on a case-by-case basis throughout the year. We reserve

amounts based on specific identification after considering each customer's situation, including payment patterns and current financial condition. It is reasonably possible that our estimates of the allowance for doubtful accounts will change and that losses ultimately incurred could differ materially from the amounts estimated in determining the allowance.

*Inventory:* Inventory consists of raw materials used in the hydraulic fracturing process, such as chemicals, proppants, and field service equipment maintenance parts, and is stated at the lower of cost or net realizable value, determined using the weighted average cost method. Net realizable value is determined based on our estimates of selling prices in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation, each of which require us to apply judgment.

*Property and Equipment:* We calculate depreciation and amortization on our assets based on the estimated useful lives and estimated salvage values that we believe are reasonable. Those estimates may change due to a number of factors such as changes in operating conditions or advances in technology.

We incur maintenance costs on our major equipment. The determination of whether an expenditure should be capitalized or expensed requires management judgment in the application of how the costs benefit future periods, relative to our capitalization policy. Costs that either establish or increase the efficiency, productivity, functionality or life of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

*Impairment of long-lived and other intangible assets:* Long-lived assets, such as property and equipment and finite-lived intangible assets, are evaluated for impairment whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Recoverability is assessed using undiscounted future net cash flows of assets grouped at the lowest level for which there are identifiable cash flows independent of the cash flows of other groups of assets. When alternative courses of action to recover the carrying amount of the asset group are under consideration, estimates of future undiscounted cash flows take into account possible outcomes and probabilities of their occurrence, which require us to apply judgment. If the carrying amount of the asset is not recoverable based on its estimated undiscounted cash flows expected to result from the use and eventual disposition, an impairment loss is recognized in an amount by which its carrying amount exceeds its estimated fair value. The inputs used to determine such fair value are primarily based upon internally developed cash flow models. Our cash flow models are based on a number of estimates regarding future operations that are subject to change.

*Unit-based awards:* Unit-based awards have been granted with a benchmark value equal to or greater than the fair market value of the award as of the date of grant. We account for unit-based awards by measuring the awards at the grant date and recognizing the grant-date fair value, if any, as an expense over the requisite service period. Since we are not publicly traded we do not have a listed price with which to calculate fair value. We have historically and consistently calculated fair value using a combination of an income approach (discounted cash flow method) and market approach (guideline public company method and merger and acquisition method). Each of these valuation approaches involves significant judgments and estimates, including estimates regarding our future operations or the determination of a comparable public company peer group. Additionally, judgment is applied in the weighting of each valuation approach.

## **Recent Accounting Pronouncements**

See Note 14, "Recently Issued Accounting Standards" to our unaudited condensed combined financial statements as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016, and Note 15, "Recently Issued Accounting Standards" to our audited combined financial statements as of and for the years ended December 31, 2016 and 2015, included elsewhere in this prospectus, for a discussion of recent accounting pronouncements.

Under the JOBS Act, we expect that we will meet the definition of an "emerging growth company," which would allow us to have an extended transition period for complying with new or revised accounting standards



## BUSINESS

### Overview

We are a rapidly growing independent provider of hydraulic fracturing services to onshore oil and natural gas E&P companies in North America. We have grown organically from one active hydraulic fracturing fleet (40,000 HHP) in December 2011 to 18 active fleets (720,000 HHP) in November 2017. The demand for our hydraulic fracturing services exceeds our current capacity, and we expect, based on discussions with customers, to deploy two additional fleets (80,000 HHP) by the end of the first quarter of 2018, for a total of 20 active fleets (aggregating to a total of 837,500 HHP including additional supporting HHP). Our additional fleets consist of one fleet we recently acquired and are upgrading to our specifications and one ordered fleet currently being built to our specifications. We provide our services primarily in the Permian Basin, the Eagle Ford Shale, the DJ Basin, the Williston Basin and the Powder River Basin. Our customer base includes a broad range of E&P companies, including Extraction Oil & Gas, Inc., SM Energy Company, Continental Resources, Inc., Devon Energy Corporation, Newfield Exploration Company, Noble Energy, Inc., PDC Energy, Inc. and Anadarko Petroleum Corporation.

Our founders and existing management were pioneers in the development of data-driven hydraulic fracturing technologies for application in shale plays. Prior to founding Liberty Holdings, the majority of our management team founded and built Pinnacle Technologies into a leading fracturing technology company. In 1992, Pinnacle Technologies developed the first commercial hydraulic fracture mapping technologies, analytical tools that played a major role in launching the shale revolution. Our extensive experience with fracture technologies and customized fracture design has enabled us to develop new technologies and processes that provide our customers with real time solutions that significantly enhance their completions. These technologies include hydraulic fracture propagation models, reservoir engineering tools, large, proprietary shale production databases and multi-variable statistical analysis techniques. Taken together, these technologies have enabled us to be a leader in hydraulic fracture design innovation and application.

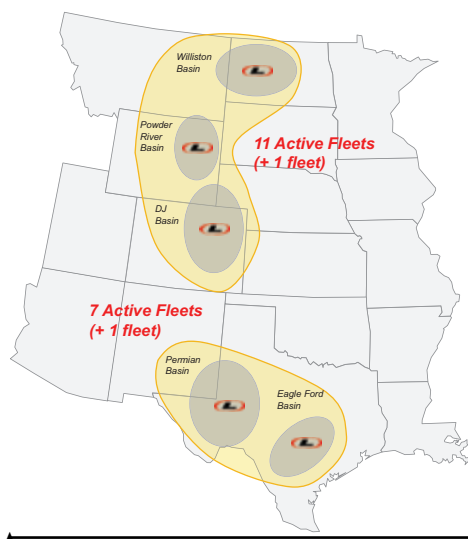
We believe the following characteristics distinguish us from our competitors and are the foundations of our business: forming ongoing partnerships of trust and innovation with our customers; developing and utilizing technology to maximize well performance; and promoting a people-centered culture focused on our employees, customers and suppliers. We have developed strong relationships with our customers by investing significant time in fracture design collaboration, which substantially enhances their production economics. Our technological innovations have become even more critical as E&P companies have increased the completion complexity and fracture intensity of horizontal wells. We are proactive in developing innovative solutions to industry challenges, including developing: (i) our proprietary databases of U.S. unconventional wells to which we apply our proprietary multi-variable statistical analysis technologies to provide differential insight into fracture design optimization; (ii) our Liberty Quiet Fleet™ design which significantly reduces noise levels compared to conventional hydraulic fracturing fleets; and (iii) our hydraulic fracturing fluid system tailored to the reservoir properties in the DJ Basin which materially reduces completion costs without compromising production. We foster a people-centered culture built around honoring our commitments to customers, partnering with our suppliers and hiring, training and retaining people that we believe to be the best talent in our field, enabling us to be one of the safest and most efficient hydraulic fracturing companies in the United States.

While our industry experienced a significant downturn from late 2014 through the first half of 2016, we significantly increased our capacity while maintaining full utilization. We performed approximately 50% more hydraulic fracturing stages in 2015 than in 2014 and approximately 20% more hydraulic fracturing stages in 2016 than in 2015. This trend has continued into 2017. During the downturn, total U.S. marketable fracturing capacity declined between 40% and 60%. In contrast, over 95% of our capacity was active and deployed during this period. We believe our utilization reflects the strong partnerships we have built with our customers and we believe these partnerships will continue to support the demand for our services as we deploy one new fleet and one upgraded fleet by the first quarter of 2018.

## Our Competitive Strengths

We believe that the following strengths will position us to achieve our primary business objective of creating value for our shareholders:

- *High-quality service with a focus on technology that improves well results.* We seek to distinguish ourselves by providing industry-leading, customer-focused service in a flexible, safe and consistent manner. The cornerstone of our technological advantage is a series of proprietary databases of U.S. unconventional wells that include production data, completion designs and reservoir characteristics. We utilize these databases to perform multi-variable statistical analysis that generates differential insight into fracture design optimization to enhance our customers' production economics. Our emphasis on data analytics is also deployed during job execution through the use of real-time feedback on variables that maximizes customer returns by improving cost-effective hydraulic fracturing operations. This attention to detail results in faster well completions, limited downtime and enhanced production results for our customers.
- *Significant and increasing scale in unconventional basins.* We provide our services primarily in the Permian Basin, the Eagle Ford Shale, the DJ Basin, the Williston Basin and the Powder River Basin, which are among the most active basins in North America. According to Baker Hughes, these regions collectively accounted for 58% of the active rigs in North America as of November 3, 2017. Based on discussions with our customers, we expect to deploy two additional fleets (80,000 HHP) to these regions once they are completed, which we currently anticipate occurring by the end of the first quarter of 2018. The demand for our hydraulic fracturing services exceeds our current capacity, and we expect to continue to increase our scale in these regions in response to customer demand. The map below represents our current and projected areas of operation and projected fleets deployed in each area:



- *Innovative approach to engineering and operations.* We believe our focus on providing innovative solutions to customers distinguishes us from our competitors. We believe that publicly available production data, together with completion efficiency data published by our customers, shows that our innovations in stimulation design and execution help our clients complete more productive and cost effective wells in shorter times, while improving our operating results. These innovations include custom fluid systems, perforating strategies and pressure analysis techniques. For example, we developed a customized hydraulic fracturing fluid for our customers in the DJ Basin. Liberty Spirit™ fills the gap between slickwater and conventional cross-linked gel fluid systems and has materially reduced completion costs without compromising production. Our culture of innovation and problem solving also extends to the operational aspects of fracture stimulation. Novel equipment and applications help ensure that our service is provided with less impact on the environment. We spent

two years developing our Liberty Quiet Fleet™ design that materially reduces noise levels compared to conventional fracturing fleets, providing customers increased flexibility in the location of drilling pads and promoting the necessary community support for development in populated areas. We deployed a number of dual fuel fleets capable of operating on either diesel or natural gas, which lower emissions relative to traditional fracturing fleets. In addition, our containerized sand delivery program reduces dust and noise and minimizes trucking demurrage typically associated with proppant delivery to the well site. These innovations demonstrate our commitment to identifying and addressing the needs of our customers to reduce their costs and maximize their returns. Finally, we were the first company to partner with a third-party development company in the creation and testing of a new technology that is designed to add proppant downstream of the high pressure pumps. This technology is projected to be commercial in 2018 and is designed to significantly reduce our maintenance costs, minimize downtime due to jobsite pump failure and extend the useful lives of high pressure pumps.

- *Long-term relationships with a diverse customer base of E&P companies.* We have developed long term partnerships with our customers through a continuous dialogue focused on their production economics. We target customers who will take advantage of our technological innovations to maximize well performance. Further, we have a proven track record of executing our customers' plans and delivering on time and in line with expected costs. Our customer base includes a broad range of integrated and independent E&P companies, including some of the top E&P companies in our areas of operation such as Continental Resources, Inc., Devon Energy Corporation, Noble Energy, Inc., PDC Energy, Inc. and Anadarko Petroleum Corporation. We have several customers, including Extraction Oil & Gas, Inc. and SM Energy Company, for whom we were the predominant provider of fracturing services in 2016. Our customer relationships enabled us to maintain higher utilization and stronger financial results than many of our competitors during the recent downturn. Our technological innovations, customer-tailored approach and track record of consistently providing high-quality, safe and reliable service has allowed us to develop long-term customer partnerships, which we believe makes us the service provider of choice for many of our customers. Customer demand for our services has driven our expansion into other basins and accounted for the prompt utilization of newly deployed equipment. For example, we recently expanded into the Eagle Ford Shale in response to customer requests. We expect that our customers will continue to encourage and support our growth into other basins, reducing the risks associated with geographic expansion.
- *Deep-rooted, employee-centered culture with a track-record of providing safe and reliable services.* We believe one of our key competitive advantages is our people. Our highly trained, experienced and motivated employees are critical to delivering our hydraulic fracturing services. Taking care of our employees is one of our top priorities, and we continually invest in hiring, training and retaining the employees we believe to be the best in our field. During the recent downturn, we did not lay off employees, and in our first employee cost-cutting measure, our executives reduced their salaries in early 2015. Our entire employee team contributed to cost reductions through variable compensation and benefits and selected furloughs. We believe that our employee-centered culture directly results in our employee turnover rates being substantially lower than our primary competitors, as evidenced by the fact that our employee base remained stable between 2014 and 2015 while our primary competitors reduced their employees by between approximately 30% and 50% over the same period. We focus on individual contributions and team success to foster a culture built around operational excellence and superior safety. As a result, we are among the safest service providers in the industry with a constant focus on HSE performance and service quality, as evidenced by an average incident rate that was less than half of the industry average from 2013 to 2015. Our employee-centered focus and reputation for safety has enabled us to obtain projects from industry leaders with some of the most demanding safety and operational requirements.
- *Diverse and innovative supply chain network.* We have a dedicated supply chain team that manages sourcing and logistics to ensure flexibility and continuity of supply in a cost-effective manner across all

areas of our operations. We have built long-term relationships with multiple industry-leading suppliers of proppant, chemicals and hydraulic fracturing equipment. Our proppant needs are secured by a diverse set of long-term contracts at attractive prices reflecting current market conditions. For 2017, we do not expect any single proppant supplier to account for more than 25% of total supply. Our focus on technology and innovation also permeates our approach to our supply chain. For example, we are implementing a containerized sand solution across our fleets that streamlines delivery time, reduces dust and minimizes trucking demurrage typically associated with proppant delivery to the well site. We believe our supply chain provides a secure supply of high-quality proppant, chemicals and hydraulic fracturing equipment that will allow us to quickly respond during periods of increased demand for our services.

- *High-quality and well-maintained fleets.* Our hydraulic fracturing fleets are comprised of high-quality, heavy-duty equipment designed with a lowest total cost of ownership philosophy. Taking a full life cycle view during the equipment design and fabrication process enables us to reduce operational downtime and maintenance costs, while enhancing our ability to provide reliable, consistent service. Our modern fleets have an average age of approximately 3.0 years. We have purchased or ordered 11 new fleets (440,000 HHP) since 2012. In 2016, we took advantage of the industry downturn and more than doubled our capacity through the opportunistic acquisitions of nine fleets (360,000 HHP) built within the last seven years and are investing significant capital to upgrade them to our specifications. Taken together, we expect to have 20 fleets (aggregating to a total of 837,500 HHP including additional supporting HHP) deployed to customers before the end of the first quarter of 2018. We believe that our modern, well-maintained fleets allow us to provide a high level of service to our customers. In addition, we have built a strong relationship with the assembler of our custom-designed hydraulic fracturing fleets and believe we will continue to have timely access to new, high capability fleets as we continue to grow.
- *Experienced, incentivized and proven management team and supportive sponsor.* Our founders and existing management were pioneers in the development of data-driven hydraulic fracturing technologies for application in shale plays. Prior to founding Liberty Holdings, the majority of our management team founded and built Pinnacle Technologies into a leading fracturing technology company. In 1992, Pinnacle Technologies developed the first commercial hydraulic fracture mapping technologies, analytical tools that played a leading role in launching the shale revolution. Our management team has an average of over 20 years of oilfield services experience, and the majority of our management team worked together before founding Liberty Holdings. In addition, our chief executive officer is also the Executive Chairman of Liberty Resources, an affiliated E&P company primarily operating in the Williston Basin, which gives us insight into our customers' needs. We have partnered with Liberty Resources and other customers to demonstrate, by application, the effectiveness of certain of our technological innovations. Further, our management team has significant equity ownership in us, which aligns their incentives with the investors in this offering. Following this offering, our executive officers will own an approximate 5.1% economic interest in us. In addition, following the offering, funds affiliated with Riverstone, an energy- and power-focused private investment firm founded in 2000 with approximately \$37 billion of capital raised, will own a significant economic interest in us. We believe that we have benefited from Riverstone's involvement in our business and expect to continue to benefit from their ongoing involvement following this offering.

## Our Business Strategy

We believe that we will be able to achieve our primary business objective of creating value for our shareholders by executing on the following strategies:

- *Expand through continued organic growth.* We have deployed 12 fleets (480,000 HHP) based on customer demand since June 2016 and plan to deploy two more fleets (80,000 HHP) in response to existing customer demand by the end of the first quarter of 2018. Because the demand for our services

exceeds our current deployed and active capacity, we intend to use a portion of the proceeds from this offering and future revenue to fund the remaining construction, refurbishment and upgrade costs for additional fleets to be deployed in the second half of 2018. We may also selectively pursue attractive asset acquisitions that meet our quality standards and targeted returns on invested capital and that enhance our market positioning and geographic presence. We believe this strategy will facilitate the continued expansion of our customer base and geographic presence.

- Capitalize on the recovery and long-term trends within unconventional resource plays.* According to Baker Hughes' North American Rig Count, the number of active rigs in the United States reached a recent low of 404 as reported on May 27, 2016 but has since recovered by more than 122% to 898 active rigs on November 3, 2017. More specifically, the number of active rigs located in the basins where we primarily conduct operations grew by 158%, from a low of 201 active rigs to 519 active rigs over the same period. In addition to the recent increase in rig count, we have witnessed a longer term trend in increased horizontal drilling activity and intensity as evidenced by the proportion of active horizontal rigs today relative to the number of total active rigs and the amount of proppant utilized per horizontal well, which is a measure of fracturing intensity. For example, according to Baker Hughes, as reported on November 3, 2017, horizontal rigs accounted for approximately 85% of all rigs drilling in the United States, up from 74% as of December 31, 2014. Further, Coras reports that the amount of proppant used per horizontal well has grown from six million pounds per well in 2014 to over ten million pounds per well in 2016. Our services are essential to the development of oil and natural gas wells in the major shale plays that we serve in the United States. As a result of these trends of increased activity and intensity, the prices we are able to charge for our hydraulic fracturing services have begun to recover and we expect further price strengthening.
- Developing and expanding relationships with existing and new customers.* We target customers that we believe value our technological approach, have highly prospective unconventional resources, value safe and efficient operations, have the financial stability and flexibility to weather industry cycles and seek to work with us to improve their production. We believe our high-quality fleets, innovative engineering and technology solutions and extensive geographic footprint in some of the most active liquids-rich basins position us to expand and develop relationships with our existing and new customers. These qualities, combined with our past performance, have resulted in the renewal and new award of service work and our expansion into additional basins customer demand, including our recent expansion into the Eagle Ford Shale in response to customer demand. By entering into new basins in response to specific customer requests, we believe we are able to reduce the risks associated with the expansion of our geographic footprint. We believe these relationships provide us an attractive revenue stream while leaving us the ability to increase our market share in certain basins and enter into new basins as industry demand and pricing continue to recover.
- Continue to focus on our employee-centered culture.* We intend to continue to focus on our employee-centered culture in order to maintain our status as an efficient, safe and responsible service provider to our customers. Our low employee turnover allows us to promote existing employees to manage new hydraulic fracturing fleets and organically grow our operating expertise. This organic growth is essential in achieving the expertise and level of customer service we strive to provide each of our customers. As a result, we plan to continue to invest in our employees through personal, professional and job-specific training to attract and retain the best individuals in our areas of operation.
- Investing further in our technological innovation.* We work closely with our customers to develop new data-driven technologies to help them complete more productive and cost-efficient wells in shorter times and with less impact on their surroundings while increasing the useful life of our equipment. We use our series of proprietary databases of U.S. unconventional wells (including, for example, production data and completion data) that we continually update and to which we apply our proprietary multi-variable statistical analysis techniques to provide differential insight into fracture design optimization for each of our customers in their particular development areas. We also develop custom fluid systems, proppant logistics solutions, perforating strategies and pressure analysis techniques for



our customers. In addition, we provide real-time monitoring of our operations to our customers and work with them to lower their cost per BOE. The data from this monitoring also allows us to increase our efficiency and lower our maintenance costs. Further, our close customer relationships allow us to identify problems E&P companies are experiencing in the areas in which we operate and be proactive in developing solutions.

- *Maintain a conservative balance sheet.* We seek to maintain a conservative balance sheet, which allows us to better react to changes in commodity prices and related demand for our services, as well as overall market conditions. We expect to finance our organic growth primarily with cash generated from our operations, availability under our ABL Credit Facility and proceeds from this offering.

## Recent Developments

### Debt Refinancing

On September 19, 2017, Liberty Services and ACQI entered into the Credit Facilities, consisting of a \$175 million Term Loan Facility and a \$250 million ABL Credit Facility, subject to a borrowing base. The ABL Credit Facility also has a term of approximately five years. Concurrent with entering into the Credit Facilities, Liberty Services and ACQI repaid and terminated the Prior Credit Facility.

### *Titan Frac Acquisition*

On February 9, 2017, we entered into a definitive agreement to purchase hydraulic fracturing assets (112,500 HHP) owned by Titan Frac Services LLC for a purchase price of \$65 million. We expect 2017 capital expenditures of approximately \$5 million to upgrade these assets to our specifications. We closed the Titan Frac Acquisition in late February 2017.

## Industry Trends and Market Recovery

Demand for our hydraulic fracturing services is predominantly influenced by the level of drilling and completion by E&P companies, which, in turn, depends largely on the current and anticipated profitability of developing oil and natural gas reserves. More specifically, demand for our hydraulic fracturing services is driven by the completion of hydraulic fracturing stages in unconventional wells, which, in turn, is driven by several factors including rig count, well count, service intensity and the timing and style of well completions.

### *Recently Improving Macro Conditions*

Hydrocarbon prices began a precipitous decline in the second half of 2014 after the posted WTI price of oil reached a peak of \$107.26 per Bbl in June 2014 and the posted Henry Hub price of natural gas reached a peak of \$6.15 per million British Thermal Units (“MMBtu”) in February 2014. This decline, sustained by a perceived glut of oil and natural gas, drove WTI prices to a low of \$26.21 per Bbl in February 2016 and Henry Hub natural gas prices to a low of \$1.64 per MMBtu in March 2016.

Lower hydrocarbon prices in 2015 and early 2016 influenced many E&P companies to reduce drilling and completion activity and capital spending in all basins across North America. As drilling and completion activity declined, demand for hydraulic fracturing services also declined, leading to an oversupply of fracturing capacity and a decline in fleet utilization.

Throughout this period, demand for hydrocarbons remained high. From 2014 through 2016, global demand for liquids, or oil and natural gas liquid products, is estimated by the U.S. Energy Information Administration (“EIA”) to have increased by 2.4 million barrels per day. The EIA further expects global demand for liquids will increase by another 1.4 million barrels per day through 2017. Similarly, natural gas demand globally is expected to increase by approximately 4.7 billion cubic feet per day from 2016 through 2017, largely based upon growth in industrial and household demand and continued substitution of gas for coal by utilities and industry.



Reduced capital spending on drilling and completion activity ultimately led to flattening of crude oil supply while global demand continued to rise. In the United States crude production fell as much as 13% from its peak in March 2015. Further, recent agreements by OPEC and non-OPEC members to reduce their oil production quotas have also provided upward momentum for WTI prices, which has more than doubled to \$55.21 per Bbl as of November 3, 2017.

In response to the improved expected financial returns generated by these increases in hydrocarbon prices, E&P companies have increased their capital spending on drilling and completion services beginning in the second half of 2016 and continuing into 2017, and as a result, demand for oilfield services activities has improved. According to Baker Hughes' North American Rig Count, the number of active total drilling rigs in the United States increased from a low of 404 rigs, as reported on May 27, 2016, to 898 active drilling rigs as reported on November 3, 2017. Further, during the same time period, the number of rigs targeting oil production has increased from 316 to 729.

We believe North American onshore shale resources will continue to capture an increasing share of global capital spending on oil and gas resources as a result of their competitive positioning on the global cost curve and the relatively low level of reservoir, political and legal risk in North America as compared to other regions. Therefore, if hydrocarbon prices stabilize at current levels or rise further, we expect to see further increased drilling and completion activity and improved pricing for activities across the oilfield. Should hydrocarbon prices decrease, our pricing and revenue per average active HHP may decrease due to lower demand for our services, negatively affecting our liquidity and financial condition. Please see "Risk Factors—Risks Related to Our Business—Our business depends on domestic capital spending by the oil and natural gas industry, and reductions in capital spending could have a material adverse effect on our liquidity, results of operations and financial condition" and "Management's Discussion and Analysis of Financial Condition and Results of Operations—How We Evaluate Our Operations."

#### ***Increase in Drilling Efficiency and Service Intensity of Completions***

Over the past decade, E&P companies have focused on exploiting the vast resource potential available across many of North America's unconventional resource plays through the application of horizontal drilling and completion technologies, including the use of multi-stage hydraulic fracturing, in order to increase recovery of oil and natural gas. As E&P companies have improved drilling and completion techniques to maximize return and efficiency, we believe several long term trends have emerged which have materially increased the service intensity of current completions.

*Improved drilling economics from horizontal drilling and greater rig efficiencies.* Unconventional resources are increasingly being targeted through the use of horizontal drilling. According to Baker Hughes, as reported on November 3, 2017, horizontal rigs accounted for approximately 85% of all rigs drilling in the United States, up from 74% as of December 31, 2014. Over the past several years, North American E&P companies have benefitted from improved drilling economics driven by technologies that reduce the number of days, and the cost, of drilling wells. North American drilling rigs have incorporated newer technologies, which allow them to drill rock more effectively and quickly, meaning each rig can drill more wells in a given period. These include improved drilling technologies and the incorporation of geosteering techniques which allow better placement of the wellbore. Drilling rigs have also incorporated new technology which allows fully-assembled rigs to automatically "walk" from one location to the next without disassembling and reassembling the rig, greatly reducing the time it takes to move from one drilling location to the next. At the same time, E&P companies are shifting their development plans to incorporate multi-well pad development, which allows them to drill multiple horizontal wellbores from the same pad or location. The aggregate effect of these improved techniques and technologies have reduced the average days required to drill a well, which according to Coras, has dropped from 28 days in 2014 to 21 days in 2016.

*Increased complexity and service intensity of horizontal well completions.* In addition to improved rig efficiencies discussed above, E&P companies are also improving the subsurface techniques and technologies

mineral fractures. Once our customer has flushed the fracturing fluids from the well using a controlled flow-back process, the customer manages fluid and water recycling or disposal.

Our hydraulic fracturing fleets consist of mobile hydraulic fracturing units and other auxiliary heavy equipment to perform fracturing services. Our hydraulic fracturing units consist primarily of high-pressure hydraulic pumps, diesel engines, transmissions, radiators and other supporting equipment that are typically mounted on trailers. We refer to the group of units and other equipment, such as blenders, data vans, sand storage, tractors, manifolds and high pressure fracturing iron, which are necessary to perform a typical hydraulic fracturing job, as a “fleet,” and the personnel assigned to each fleet as a “crew.” We have 18 active fleets (720,000 HHP), currently have plans to deploy two additional fleets by the end of the first quarter of 2018, which consist of one fleet we recently acquired and are upgrading to meet our specifications and one ordered fleet that is being built to our specifications.

An important element of our hydraulic fracturing services is our focus on providing custom-tailored completions solutions to our customers to maximize their well results. Our technologically innovative approach involves our review of a series of continually updated, proprietary databases of U.S. unconventional wells and to which we apply our multi-variable data analysis, allowing us to gain differential insight into fracture design. The innovative completions solutions we provide to our customers help them complete more productive and cost efficient wells in shorter times with less environmental impact on their surroundings while increasing the useful lives of our equipment.

In addition to custom-tailored completions solutions, we also develop custom fluid systems, proppant logistics solutions, perforating strategies and pressure analysis techniques for our customers. An example of this is a hydraulic fracturing fluid that we developed for use in our DJ Basin operations called Liberty Spirit™, a specifically designed fracturing fluid that enables material reductions in completion costs in the DJ Basin without compromising job execution or well results.

We provide our services in several of the most active basins in the United States, including the Permian Basin, the Eagle Ford Shale, the DJ Basin, the Williston Basin and the Powder River Basin. These regions are expected to account for approximately 56% of all new horizontal wells anticipated to be drilled between 2016 and 2020.

## Properties and Equipment

### *Properties*

Our corporate headquarters are located at 950 17<sup>th</sup> Street, Suite 2400, Denver, Colorado 80202. We lease our general office space at our corporate headquarters. The lease expires in December 2024. We currently own or lease the following additional principal properties:

District Facility Location	Size	Leased or Owned	Expiration of Lease
Odessa, TX . . . . .	77,500 sq. ft on 47 acres	Owned	N/A
Henderson, CO . . . . .	50,000 sq. ft on 13 acres	Leased	December 31, 2034
Williston, ND . . . . .	30,000 sq. ft on 15 acres	Owned	N/A
Gillette, WY . . . . .	32,757 sq. ft on 15 acres	Leased	December 31, 2034
Cibolo, TX . . . . .	90,000 sq. ft on 34 acres	Owned	N/A

We also lease several smaller facilities, which leases generally have terms of one to three years. We believe that our existing facilities are adequate for our operations and their locations allow us to efficiently serve our customers. We do not believe that any single facility is material to our operations and, if necessary, we could readily obtain a replacement facility.

## ***Equipment***

We have 19 hydraulic fracturing fleets plus additional support HHP (792,500 HHP), of which 18 fleets (720,000 HHP) are currently active and one fleet (40,000 HHP) is being upgraded to our specifications, and we have one additional fleet ordered that is currently being built. We expect to deploy the fleet currently being upgraded and the fleet currently being built by the end of the first quarter of 2018, for a total of 20 active fleets (aggregating to a total of 837,500 HHP including additional supporting HHP). Three of our fleets currently utilize our Liberty Quiet Fleet™ technology, with one additional fleet being upgraded and one ordered fleet currently being built to our Liberty Quiet Fleet™ specifications, and more than 40% of our capacity has dual fuel capability.

Our hydraulic fracturing fleets are comprised of high-quality, heavy-duty equipment designed to reduce operational downtime and maintenance costs, while enhancing our ability to provide reliable, consistent service. The average age of our fleets is approximately 3.0 years. Each hydraulic fracturing fleet also includes the necessary blending units, manifolds, data vans and other ancillary equipment needed to provide a high level of service to our customers.

Our newbuild fleets are manufactured to a custom Liberty specification that identifies the input components, including such key parts as engines, transmissions and pumps and control systems. These components have been selected with our lowest total cost of ownership philosophy in mind. We have built a strong partnership with each of the key component suppliers that we believe will help ensure timely access to necessary components, early opportunities to adopt the latest technology, and high-level technical support. For example, our close partnership with Caterpillar Inc. enabled us to have ready access to their technical team as we worked through the development of the Liberty Quiet Fleet™ technology. This ensured that the end product was delivered without compromise to engine performance, reliability or maintainability. We have also built a strong relationship with the assembler of the core equipment for our fracturing fleets. We believe the collaborative partnerships we have developed with our vendors should give us ready access to sufficient fabrication capacity for our growth.

## **Customers**

Our customers primarily include major integrated and large independent oil and natural gas E&P companies. Our customer base includes a broad range of integrated and independent E&P companies, including some of the top E&P companies in our areas of operation such as Continental Resources, Inc., Devon Energy Corporation, Newfield Exploration Company, Noble Energy, Inc., PDC Energy, Inc. and Anadarko Petroleum Corporation. We have several customers, including Extraction Oil & Gas, Inc. and SM Energy Company, for whom we were the predominant provider of fracturing services in 2016, allowing us to maintain higher utilization and stronger financial results than many of our competitors during the recent downturn. For the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015, our top five customers collectively accounted for approximately 57.6%, 58.5% and 57.5% of our revenues, respectively. Extraction Oil & Gas, Inc. accounted for more than 10% of our revenues for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015. For the year ended December 31, 2016, SM Energy Company and Noble Energy, Inc. each accounted for more than 10% of our revenues.

## **Suppliers**

We have a dedicated supply chain team that manages sourcing and logistics to ensure flexibility and continuity of supply in a cost effective manner across our areas of operation. We have built long-term relationships with multiple industry leading suppliers of proppant, chemicals and hydraulic fracturing equipment. During the year ended December 31, 2015, we purchased 10% or more of our materials or equipment, as a percentage of overall costs, from one sand supplier. For the year ended December 31, 2016, none of our suppliers accounted for more than 10% of overall costs. For 2017, we do not expect any single proppant supplier to account for more than 25% of total supply. In addition, we have built a strong relationship with the assembler of

our custom-designed hydraulic fracturing fleets and believe we will continue to have timely access to new, high capability fleets as we continue to grow. Our purchases from that assembler accounted for more than 10% of our total costs for the nine months ended September 30, 2017.

We purchase a wide variety of raw materials, parts and components that are manufactured and supplied for our operations. We are not dependent on any single source of supply for those parts, supplies or materials. To date, we have generally been able to obtain the equipment, parts and supplies necessary to support our operations on a timely basis. While we believe that we will be able to make satisfactory alternative arrangements in the event of any interruption in the supply of these materials and/or products by one of our suppliers, we may not always be able to do so. In addition, certain materials for which we do not currently have long-term supply agreements could experience shortages and significant price increases in the future. As a result, we may be unable to mitigate any future supply shortages and our results of operations, prospects and financial condition could be adversely affected.

### **Competition**

The markets in which we operate are highly competitive. We provide services in various geographic regions across the United States, and our competitors include many large and small oilfield service providers, including some of the largest integrated service companies. Our hydraulic fracturing services compete with large, integrated companies such as Halliburton Company and Schlumberger Limited as well as other companies including Basic Energy Services, Inc., BJ Services Company, C&J Energy Services, Inc., Calfrac Well Services Ltd., FTS International, Inc., Keane Group, Inc., Patterson-UTI Energy, Inc., ProPetro Services, Inc., RPC, Inc., Superior Energy Services, Inc. and U.S. Well Services, LLC. In addition, our industry is highly fragmented and we compete regionally with a significant number of smaller service providers.

We believe that the principal competitive factors in the markets we serve are technical expertise, equipment capacity, work force competency, efficiency, safety record, reputation, experience and price. Additionally, projects are often awarded on a bid basis, which tends to create a highly competitive environment. We seek to differentiate ourselves from our competitors by delivering the highest-quality services and equipment possible, coupled with superior execution and operating efficiency in a safe working environment.

### **Cyclical Nature of Industry**

We operate in a highly cyclical industry. The key factor driving demand for our services is the level of drilling activity by E&P companies, which in turn depends largely on the current and anticipated economics of new well completions. Global supply and demand for oil and the domestic supply and demand for natural gas are critical in assessing industry outlook. Demand for oil and natural gas is cyclical and subject to large, rapid fluctuations. E&P companies tend to increase capital expenditures in response to increases in oil and natural gas prices, which generally results in greater revenues and profits for oilfield service companies such as ours. Increased capital expenditures also ultimately lead to greater production, which historically has resulted in increased supplies and reduced prices which in turn tend to reduce demand for oilfield services. For these reasons, the results of our operations may fluctuate from quarter to quarter and from year to year, and these fluctuations may distort comparisons of results across periods.

### **Seasonality**

Our results of operations have historically reflected seasonal tendencies relating to holiday seasons, inclement weather and the conclusion of our customers annual drilling and completion capital expenditure budgets. Our most notable declines occur in the first and fourth quarters of the year for the reasons described above. Additionally, some of the areas in which we have operations, including the DJ Basin, Powder River Basin and Williston Basin, are adversely affected by seasonal weather conditions, primarily in the winter and spring. During periods of heavy snow, ice or rain, we may be unable to move our equipment between locations, thereby

In May 2015, the EPA and Corps released a final rule outlining their position on federal jurisdictional reach over wetlands and other waters of the United States. This rule has been challenged in court on the grounds that it unlawfully expands the reach of CWA programs, and implementation of the rule has been stayed pending resolution of the court challenge. In January 2017, the United States Supreme Court accepted review of the rule to determine whether jurisdiction rests with the federal district or appellate courts. Additionally, following issuance of a presidential executive order to review the rule, the EPA and Corps published a proposed rulemaking to repeal the rule in July 2017 and the public comment period closed on September 27, 2017. The EPA and Corps also announced their intent to issue a new rule defining the CWA's jurisdiction that is consistent with President Trump's executive order. As a result, future implementation of the 2015 rule is uncertain at this time. To the extent this rule or a revised rule expands the scope of the CWA's jurisdiction in areas where we or our customers operate, it could impose additional permitting obligations on us and our customers.

The Oil Pollution Act of 1990 ("OPA") amends the CWA and sets minimum standards for prevention, containment and cleanup of oil spills. The OPA applies to vessels, offshore facilities, and onshore facilities, including exploration and production facilities that may affect waters of the United States. Under OPA, responsible parties including owners and operators of onshore facilities may be held strictly liable for oil cleanup costs and natural resource damages as well as a variety of public and private damages that may result from oil spills. The OPA also requires owners or operators of certain onshore facilities to prepare Facility Response Plans for responding to a worst-case discharge of oil into waters of the United States.

Our oil and natural gas producing customers dispose of flowback and produced water or certain other oilfield fluids gathered from oil and natural gas producing operations in accordance with permits issued by government authorities overseeing such disposal activities. While these permits are issued pursuant to existing laws and regulations, these legal requirements are subject to change based on concerns of the public or governmental authorities regarding such disposal activities. One such concern relates to recent seismic events near underground disposal wells used for the disposal by injection of flowback and produced water or certain other oilfield fluids resulting from oil and natural gas activities. When caused by human activity, such events are called induced seismicity. Developing research suggests that the link between seismic activity and wastewater disposal may vary by region, and that only a very small fraction of the tens of thousands of injection wells have been suspected to be, or may have been, the likely cause of induced seismicity. In 2016, the United States Geological Survey identified six states with the most significant hazards from induced seismicity, including Oklahoma, Kansas, Texas, Colorado, New Mexico, and Arkansas. In response to concerns regarding induced seismicity, regulators in some states have imposed, or are considering imposing, additional requirements in the permitting of produced water disposal wells or otherwise to assess any relationship between seismicity and the use of such wells. For example, Texas and Oklahoma have issued rules for wastewater disposal wells in 2014 that imposed certain permitting restrictions, operating restrictions and/or reporting requirements on disposal wells in proximity to faults. States may, from time to time, develop and implement plans directing certain wells where seismic incidents have occurred to restrict or suspend disposal well operations, as has occurred in Oklahoma. For example, in December 2016, the OCC's Oil and Gas Conservation Division and the Oklahoma Geological Survey released well completion seismicity guidance, which requires operators to take certain prescriptive actions, including an operator's planned mitigation practices, following certain unusual seismic activity within 1.25 miles of hydraulic fracturing operations. In addition, in February 2017, the OCC's Oil and Gas Conservation Division issued an order limiting future increases in the volume of oil and natural gas wastewater injected belowground into the Arbuckle formation in an effort to reduce the number of earthquakes in the state. Furthermore, ongoing lawsuits allege that disposal well operations have caused damage to neighboring properties or otherwise violated state and federal rules regulating waste disposal. These developments could result in additional regulation and restrictions on the use of injection wells by our customers to dispose of flowback and produced water and certain other oilfield fluids. Increased regulation and attention given to induced seismicity also could lead to greater opposition to, and litigation concerning, oil and natural gas activities utilizing injection wells for waste disposal. Any one or more of these developments may result in our customers having to limit disposal well volumes, disposal rates or locations, or require our customers or third party disposal well operators that are used to dispose of customer wastewater to shut down disposal wells, which developments



could adversely affect our customers' business and result in a corresponding decrease in the need for our services, which could have a material adverse effect on our business, financial condition, and results of operations.

### *Air Emissions*

Some of our operations also result in emissions of regulated air pollutants. The CAA and analogous state laws require permits for certain facilities that have the potential to emit substances into the atmosphere that could adversely affect environmental quality. These laws and their implementing regulations also impose generally applicable limitations on air emissions and require adherence to maintenance, work practice, reporting and record keeping, and other requirements. Failure to obtain a permit or to comply with permit or other regulatory requirements could result in the imposition of sanctions, including administrative, civil and criminal penalties. In addition, we or our customers could be required to shut down or retrofit existing equipment, leading to additional expenses and operational delays.

Many of these regulatory requirements, including NSPS and Maximum Achievable Control Technology ("MACT") standards are expected to be made more stringent over time as a result of stricter ambient air quality standards and other air quality protection goals adopted by the EPA. Compliance with these or other new regulations could, among other things, require installation of new emission controls on some of our equipment, result in longer permitting timelines, and significantly increase our capital expenditures and operating costs, which could adversely impact on our business. For example, in October 2015, the EPA lowered the National Ambient Air Quality Standard, ("NAAQS") for ozone from 75 to 70 parts per billion for both the 8-hour primary and secondary standards. The EPA did not meet the October 1, 2017 deadline for designating non-attainment areas but has indicated that it continues to work with states to make the required designations. Additionally, states are expected to implement more stringent requirements as a result of the revised NAAQS for ozone, which could result in stricter permitting requirements, delay or prohibit our ability to obtain such permits, and result in increased expenditures for pollution control equipment, the costs of which could be significant. In a second example, the EPA finalized separate rules under the CAA in June 2016 regarding criteria for aggregating multiple sites into a single source for air-quality permitting purposes applicable to the oil and natural gas industry. This rule could cause small production facilities (such as tank batteries and compressor stations), on an aggregate basis, to be deemed a major source, thereby triggering more stringent air permitting requirements. Compliance with this and other air pollution control and permitting requirements has the potential to delay the development of oil and natural gas projects and increase costs for us and our customers. Moreover, our business could be materially affected if our customers' operations are significantly affected by these or other similar requirements. These requirements could increase the cost of doing business for us and our customers, reduce the demand for the oil and natural gas our customers produce, and thus have an adverse effect on the demand for our services.

### *Climate Change*

The U.S. Congress and the EPA, in addition to some state and regional efforts, have in recent years considered legislation or regulations to reduce emissions of GHGs. These efforts have included consideration of cap-and-trade programs, carbon taxes, GHG reporting and tracking programs and regulations that directly limit GHG emissions from certain sources. In the absence of federal GHG-limiting legislations, the EPA has determined that GHG emissions present a danger to public health and the environment and has adopted regulations that, among other things, restrict emissions of GHGs under existing provisions of the CAA and may require the installation of "best available control technology" to limit emissions of GHGs from any new or significantly modified facilities that we may seek to construct in the future if they would otherwise emit large volumes of GHGs together with other criteria pollutants. Also, the EPA has adopted rules requiring the monitoring and annual reporting of GHG emissions from oil and natural gas production, processing, transmission and storage facilities in the United States on an annual basis. In October 2015, the EPA amended and expanded the GHG reporting requirements to all segments of the oil and natural gas industry, including gathering and



boosting stations as well as completions and workovers from hydraulically fractured oil wells. The EPA has also taken steps to limit methane emissions, a GHG, from certain new modified or reconstructed facilities in the oil and natural gas sector through the adoption of a final rule in 2016 establishing Subpart OOOOa standards for methane emissions. However, effective June 2, 2017, the EPA stayed certain portions of these Subpart OOOOa standards for 90 days. This 90-day stay was vacated by the U.S. Court of Appeals for the D.C. Circuit on July 3, 2017, but the D.C. Circuit did not vacate the EPA's June 16, 2017 proposal to stay these requirements for two years and revisit the entirety of the 2016 standards. Comments to the EPA's June 16, 2017 proposal were due August 9, 2017. The EPA has not yet published a final rule. However, as a result of these developments, future implementation of the 2016 standards is uncertain at this time. Furthermore, in June 2017, the BLM stayed a rule published in November 2016 and imposing requirements to reduce methane emissions from venting, flaring, and leaking on public lands. On October 4, 2017, the U.S. District Court for the Northern District of California struck down the June 2017 stay. However, on October 5, 2017, the BLM published a proposed rule that would temporarily suspend or delay certain requirements contained in the November 2016 final rule until January 17, 2019, and seeks public comments on this proposed rule by November 6, 2017. Given the long-term trend towards increasing regulation, future federal GHG regulations of the oil and gas industry remain a possibility.

In December 2015, the United States joined the international community at the 21st Conference of the Parties of the United Nations Framework Convention on Climate Change in Paris, France that prepared an agreement requiring member countries to review and “represent a progression” in their intended nationally determined contributions, which set GHG emission reduction goals, every five years beginning in 2020. This “Paris agreement” was signed by the United States in April 2016 and entered in force in November 2016; however, the GHG emission reductions called for by the Paris Agreement are not binding. In June 2017, President Trump announced that the United States plans to withdraw from the Paris Agreement and to seek negotiations either to reenter the Paris Agreement on different terms or to establish a new framework agreement. In August 2017, the U.S. State Department officially informed the United Nations of the intent of the United States to withdraw from the Paris Climate Agreement. The Paris Agreement provides for a four-year exit process beginning when it took effect in November 2016, which would result in an effective exit date of November 2020. The United States’ adherence to the exit process and/or the terms on which the United States may reenter the Paris Agreement or a separately negotiated agreement are unclear at this time. Substantial limitations on GHG emissions could adversely affect demand for the oil and natural gas our customers produce and lower the value of their reserves, which developments could reduce demand for our services and have a corresponding material adverse effect on our results of operations and financial position.

Finally, it should be noted that increasing concentrations of GHGs in the Earth’s atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, floods and other climatic events. If any such effects were to occur, they could have an adverse effect on our operations.

### ***Hydraulic Fracturing***

We perform hydraulic fracturing services for our customers. Hydraulic fracturing is an important and common practice that is used to stimulate production of natural gas and/or oil from dense subsurface rock formations. The hydraulic fracturing process involves the injection of water, sand and chemicals under pressure into the formation to fracture the surrounding rock and stimulate production.

Hydraulic fracturing typically is regulated by state oil and natural gas commissions, but the EPA has asserted federal regulatory authority pursuant to the SDWA over certain hydraulic fracturing activities involving the use of diesel fuel and issued permitting guidance in February 2014 that applies to such activities. Additionally, the EPA issued final CAA regulations in 2012 and in June 2016 governing performance standards, including NSPS Subpart OOOOa standards for the capture of emissions of methane and VOCs released during hydraulic fracturing, the implementation of which remains substantially uncertain; published in June 2016 an effluent limit guideline final rule prohibiting the discharge of wastewater from onshore unconventional oil and natural gas extraction facilities to publicly owned wastewater treatment plants; and published in May 2014 an Advance Notice of Proposed Rulemaking regarding Toxic Substances Control Act reporting of the chemical

substances and mixtures used in hydraulic fracturing. Also, the BLM finalized rules in March 2015 that impose new or more stringent standards for performing hydraulic fracturing on federal and American Indian lands. This rule was struck down by a Wyoming federal judge in June 2016 but was subsequently appealed by the EPA to the U.S. Circuit Court of Appeals for the Tenth Circuit. However, following the issuance of a presidential executive order to review rules related to the energy industry, in July 2017 the BLM published a proposed rule to rescind the 2015 rule. In September 2017, the Tenth Circuit issued a ruling to vacate this decision and dismiss the lawsuit challenging the rule in light of the BLM's proposed rulemaking. As a result of these developments, future implementation of the BLM rule is uncertain at this time. Also, in December 2016, the EPA released its final report on the potential impacts of hydraulic fracturing on drinking water resources. The final report concluded that "water cycle" activities associated with hydraulic fracturing may impact drinking water resources "under some circumstances," noting that the following hydraulic fracturing water cycle activities and local- or regional-scale factors are more likely than others to result in more frequent or more severe impacts: water withdrawals for fracturing in times or areas of low water availability; surface spills during the management of fracturing fluids, chemicals or produced water; injection of fracturing fluids into wells with inadequate mechanical integrity; injection of fracturing fluids directly into groundwater resources; discharge of inadequately treated fracturing wastewater to surface waters; and disposal or storage of fracturing wastewater in unlined pits.

In addition, various state and local governments have implemented, or are considering, increased regulatory oversight of hydraulic fracturing through additional permit requirements, operational restrictions, disclosure requirements, well construction and temporary or permanent bans on hydraulic fracturing in certain areas. For example, Texas, Colorado and North Dakota, among others, have adopted regulations that impose new or more stringent permitting, disclosure, disposal, and well construction requirements on hydraulic fracturing operations. States could also elect to prohibit high volume hydraulic fracturing altogether, following the approach taken by the State of New York in 2015. In addition to state laws, local land use restrictions, such as city ordinances, may restrict drilling in general and/or hydraulic fracturing in particular. If new federal, state or local laws or regulations that significantly restrict hydraulic fracturing are adopted, such legal requirements could result in delays, eliminate certain drilling and injection activities and make it more difficult or costly to perform hydraulic fracturing. Any such regulations limiting or prohibiting hydraulic fracturing could result in decreased oil and natural gas exploration and production activities and, therefore, adversely affect demand for our services and our business. Such laws or regulations could also materially increase our costs of compliance and doing business.

There have been no material incidents or citations related to our hydraulic fracturing operations in the past five years. During that period we have not been involved in any litigation over alleged environmental violations, have not been ordered to pay any material monetary fine or penalty with respect to alleged environmental violations, and are not currently facing any type of governmental enforcement action or other regulatory proceeding involving alleged environmental violations related to our hydraulic fracturing operations. In addition, pursuant to our MSAs, we are generally liable for only surface pollution, not underground or flowback pollution, which our customers are generally liable for and for which we are typically indemnified by our customers.

We maintain insurance against some risks associated with well services activities. However, this insurance may not continue to be available or may not be available at premium levels that justify its purchase. The occurrence of a significant event not fully insured or indemnified against could have a materially adverse effect on our financial condition and results of operations.

Historically, our environmental compliance costs have not had a material adverse effect on our results of operations; however, there can be no assurance that such costs will not be material in the future. It is possible that substantial costs for compliance or penalties for non-compliance may be incurred in the future. Moreover, it is possible that other developments, such as the adoption of stricter environmental laws, regulations, and enforcement policies, could result in additional costs or liabilities that we cannot currently quantify.

under our MSAs, including those relating to our hydraulic fracturing services, we assume responsibility for pollution or contamination originating above the surface from our equipment or handling. However, our customers assume responsibility for all other pollution or contamination that may occur during operations, including that which may result from seepage or any other uncontrolled flow of drilling fluids. The assumed responsibilities include the control, removal and clean-up of any pollution or contamination. In such cases, we may be exposed to additional liability if we are negligent or commit willful acts causing the pollution or contamination. Generally, our customers also agree to indemnify us against claims arising from their employees' personal injury or death, in the case of our hydraulic fracturing operations, to the extent that their employees are injured by such operations, unless the loss is a result of our gross negligence or willful misconduct. Similarly, we generally agree to indemnify our customers for liabilities arising from personal injury to or death of any of our employees, unless resulting from the gross negligence or willful misconduct of our customer. The same principals apply to mutual indemnification for loss or destruction of customer-owned property or equipment, except such indemnification is not limited by negligence or misconduct. Losses due to catastrophic events, such as blowouts, are generally the responsibility of the customer. However, despite this general allocation of risk, we may be unsuccessful in enforcing contractual terms, incur an unforeseen liability that is not addressed by the scope of the contractual provisions or be required to enter into an MSA with terms that vary from our standard allocations of risk, as described above. Consequently, we may incur substantial losses that could materially and adversely affect our financial condition and results of operations.

### **Legal Proceedings**

On February 23, 2017, SandBox filed suit in the Houston Division of the U.S. District Court for the Southern District of Texas against Proppant Express Investments, LLC, Proppant Express Solutions, LLC ("PropX"), and Liberty Services. As described in "Related Party Transactions—Historical Transactions with Affiliates—PropX," Liberty Services is party to a services agreement with PropX. SandBox alleges that Liberty Services willfully infringes multiple U.S. patents and has breached an agreement between SandBox and Liberty Services by "directing, controlling, and funding" inter partes review requests before the U.S. Patent and Trademark Office. SandBox seeks both monetary and injunctive relief from the court, as well as attorney's fees and costs. While the lawsuit is in its early stages, we intend to vigorously defend ourselves against it.

We are named defendants in certain lawsuits, investigations and claims arising in the ordinary course of conducting our business, including certain environmental claims and employee-related matters, and we expect that we will be named defendants in similar lawsuits, investigations and claims in the future. While the outcome of these lawsuits, investigations and claims cannot be predicted with certainty, we do not expect these matters to have a material adverse impact on our business, results of operations, cash flows or financial condition. We have not assumed any liabilities arising out of these existing lawsuits, investigations and claims.

### **Employees**

As of September 30, 2017, we had 1,859 employees and no unionized labor. We believe we have good relations with our employees.

## MANAGEMENT

### Directors and Executive Officers

Set forth below are the name, age, position and description of the business experience of our executive officers and directors, as of November 9, 2017.

<u>Name</u>	<u>Age</u>	<u>Position with Liberty Oilfield Services Inc.</u>
Christopher A. Wright .....	52	Chief Executive Officer and Director Nominee
Michael Stock .....	55	Chief Financial Officer and Director
Ron Gusek .....	46	President
R. Sean Elliott .....	43	Vice President and General Counsel
Ryan T. Gosney .....	44	Chief Accounting Officer
Cary D. Steinbeck .....	45	Director Nominee
N. John Lancaster, Jr. ....	49	Director Nominee
Brett Staffieri .....	39	Director Nominee
William F. Kimble .....	57	Director Nominee
Peter A. Dea .....	64	Director Nominee
Ken Babcock .....	60	Director Nominee
Jesal Shah .....	31	Director Nominee

**Christopher A. Wright—Chief Executive Officer and Director Nominee.** Chris Wright has served as our Chief Executive Officer since December 2016 and as the Chief Executive Officer of Liberty Holdings since its formation in March 2011. He is also the Executive Chairman of Liberty Resources, an E&P company focused in the Williston Basin, and was the Chief Executive Officer from its formation in September 2010 until March 2017. Mr. Wright has also been nominated to serve on our board of directors. Mr. Wright is also a director of TAS Energy Inc., Liberty Resources and Kerogen Exploration, Inc. Mr. Wright founded Pinnacle Technologies, a company that developed and commercialized tiltmeter and microseismic fracture mapping, and served as CEO of Pinnacle Technologies from 1992 to 2006. From 2000 to 2006, Mr. Wright served as Chairman of Stroud Energy, Inc., a shale natural gas producer. Mr. Wright has a Bachelor of Science in Mechanical Engineering from the Massachusetts Institute of Technology (“MIT”) and conducted graduate work in electrical engineering at both the University of California-Berkeley and MIT. We believe that Mr. Wright’s experience leading our growth as our Chief Executive Officer and his extensive experience in the hydraulic fracturing services industry qualifies him to serve on our board of directors.

**Michael Stock—Chief Financial Officer and Director.** Michael Stock has served as our Chief Financial Officer since December 2016 and as the Chief Financial Officer of Liberty Holdings, since April 2012. Prior to joining Liberty Holdings, from 2009 to 2012, he was employed by TAS Energy Inc., an industrial energy technology company. During his tenure, he served as CFO and was a key part of the raising of equity from leading investment groups including Kleiner Perkins, Element Partners, Natural Gas Partners and Credit Suisse. From 1997 to 2009, Mr. Stock served as CFO for Pinnacle Technologies. We believe that Mr. Stock’s extensive background in all levels of finance, including global financial management, mergers and acquisitions and risk management make him well qualified to serve on our board of directors. We expect that Mr. Stock will resign from our board of directors prior to the date that our Class A common stock is first traded on the NYSE.

**Ron Gusek—President.** Ron Gusek has served as our President since December 2016 and as the President of Liberty Holdings, since November 2016. Mr. Gusek served as the Vice President of Technology and Development of Liberty Holdings, from 2014 until his promotion. Prior to joining Liberty Holdings, from 2011 to 2014, Mr. Gusek served as Vice President, Corporate Engineering and Technology of Sanjel Corporation, a global energy service company. Prior to joining Sanjel Corporation, from 2009 to 2011, Mr. Gusek was Director

of Engineering for Zodiac Exploration, an E&P company working in the central San Joaquin valley in California. From 2003 to 2008, Mr. Gusek was the Canadian Regional Manager of Pinnacle Technologies. Mr. Gusek has a Bachelor of Science in Mechanical Engineering from the University of Alberta.

***R. Sean Elliott—Vice President and General Counsel.*** Sean Elliott has served as our Vice President and General Counsel since March 2017. Between September 2016 and March 2017, Mr. Elliott worked as Assistant General Counsel at USAA Real Estate Company, a real estate investment firm. Between June 2015 and September 2016, Mr. Elliott served as Counsel at Haynes and Boone, LLP, an international corporate law firm. Between November 2007 and May 2015, Mr. Elliott served as Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer of CARBO Ceramics Inc., an oilfield services production enhancement company. Mr. Elliott has a Bachelor of Arts in Economics and Business Administration from Austin College and a Doctor in Jurisprudence degree from the University of Texas at Austin.

***Ryan T. Gosney—Chief Accounting Officer.*** Ryan Gosney has been our Chief Accounting Officer since March 2017. Between July 2016 and February 2017, Mr. Gosney served as the Chief Accounting Officer of Vantage Energy Inc. (“Vantage”), an oil and gas exploration and production company. Prior to joining Vantage, Mr. Gosney served as Chief Financial Officer for Dorado E&P Partners, LLC, an oil and gas company, from January 2012 to January 2016. Mr. Gosney began his career as an auditor with Arthur Andersen, LLP in September 1995 where he served in increasing roles of responsibility up to Audit Manager until June 2002. Mr. Gosney has also served as Controller for Patina Oil & Gas Corporation from October 2002 to October 2005 and Delta Petroleum Corporation from October 2005 to January 2012. Mr. Gosney has a Bachelor of Business Administration from Texas Christian University.

***Cary D. Steinbeck—Director Nominee.*** Mr. Steinbeck has been nominated to serve on our board of directors. Mr. Steinbeck has served on the board of managers of Liberty Holdings since October 2016. Mr. Steinbeck has been a Managing Director at Shea Ventures, an investment firm, since October 2014. From 2007 to 2014, Mr. Steinbeck served as a Managing Director at the Oakmont Corporation, an investment firm. Mr. Steinbeck is also a director at Liberty Resources and is a Chartered Financial Analyst® charterholder. Mr. Steinbeck has a Bachelor of Science in Economics from the University of California, Santa Barbara, and a Master of Business Administration from the University of Southern California. We believe that Mr. Steinbeck’s experience in the private equity industry, energy sector investing experience, extensive board participation and understanding of financial markets will provide valuable insights for our company and qualify him for service on our board of directors.

***N. John Lancaster, Jr.—Director Nominee.*** Mr. Lancaster has been nominated to serve on our board of directors. Mr. Lancaster is currently a Partner at Riverstone, an energy-focused private equity firm. Prior to joining Riverstone in 2000, Mr. Lancaster was a director with The Beacon Group, LLC, a privately held firm specializing in principal investing and strategic advisory services in the energy and other industries. Prior to joining Beacon, Mr. Lancaster was a Vice President with Credit Suisse First Boston’s Natural Resources Group in Houston, Texas. Mr. Lancaster served on the board of directors of Cobalt International Energy, Inc., an exploration and production company, from May 2010 to May 2013. Mr. Lancaster has a Bachelor of Business Administration from the University of Texas at Austin and a Master of Business Administration from Harvard Business School. Mr. Lancaster has been nominated to serve on our board of directors by Riverstone pursuant to the stockholders’ agreement. We believe Mr. Lancaster’s experience investing in the energy sector as well as his strong financial experience qualify him for service on our board of directors.

***Brett Staffieri—Director Nominee.*** Mr. Staffieri has been nominated to serve on our board of directors. Mr. Staffieri has been a Managing Director at Riverstone, an energy-focused private equity firm, since 2014, and has worked at Riverstone since 2006. Mr. Staffieri has a Bachelor of Business Administration from the University of Texas at Austin and a Master of Business Administration from The Wharton School, where he graduated with honors. Mr. Staffieri has been nominated to serve on our board of directors by Riverstone pursuant to the stockholders’ agreement. We believe that Mr. Staffieri’s extensive experience investing in the energy sector, particularly with respect to his involvement in Liberty Holdings since its founding, qualifies him for service on our board of directors.



**William F. Kimble—Director Nominee.** Mr. Kimble has been nominated to serve on our board of directors. From 2009 until his retirement in 2015, Mr. Kimble served as the Office Managing Partner for the Atlanta office and Managing Partner - Southeastern United States at KPMG LLP (“KPMG”), one of the largest audit, tax and advisory services firms in the world. Mr. Kimble was also responsible for moderating KPMG’s Audit Committee Institute and Audit Committee Chair Sessions. Until his retirement, Mr. Kimble had been with KPMG or its predecessor firm since 1986. During his tenure with KPMG, Mr. Kimble also held numerous senior leadership positions, including Global Chairman of Industrial Markets. Mr. Kimble also served as KPMG’s Energy Sector Leader for 10 years and was the executive director of KPMG’s Global Energy Institute. Mr. Kimble serves on the board of directors and the audit committee of PRGX Global, Inc. Mr. Kimble also serves on the board of directors, the special committee, and is chair of the audit committee of DCP Midstream Partners, LP. Mr. Kimble has a Bachelor of Accounting and Business Administration from Southern Methodist University. We believe that Mr. Kimble’s extensive accounting background and his experience as a director of a public company qualify him for service on our board of directors.

**Peter A. Dea—Director Nominee.** Mr. Dea has been nominated to serve on our board of directors. Mr. Dea has been the Executive Chairman of Confluence Resources LP (“Confluence”) since September 2016. Mr. Dea has served as the President and Chief Executive Officer of Cirque Resources LP (“Cirque”) since May 2007. Both Confluence and Cirque are private oil and gas companies. From November 2001 through August 2006, Mr. Dea was President and Chief Executive Officer and a director of Western Gas Resources, Inc. (“Western Gas”). Mr. Dea joined Barrett Resources Corporation (“Barrett”) in November 1993 and served as Chief Executive Officer and director from November 1999 and as Chairman from February 2000 through August 2001. Western Gas and Barrett were public oil and gas companies. Prior to that Mr. Dea served in several geologic positions with Exxon Company, U.S.A. Mr. Dea currently serves as a director of Encana Corporation. Mr. Dea has a Bachelor of Arts in Geology from Western State Colorado University and a Masters of Science in Geology from the University of Montana. Mr. Dea also attended the Harvard Business School, Advanced Management Program. We believe that Mr. Dea’s extensive oil and gas exploration and production experience and involvement in state and national energy policies qualify him for service on our board of directors.

**Ken Babcock—Director Nominee.** Mr. Babcock has been nominated to serve on our board of directors. Mr. Babcock is currently the Chief Executive Officer of Abaco Energy Technologies LLC (“Abaco”), a private Houston-based company that was formed by Riverstone in 2013 to focus on opportunities in manufacturing and services related to North American drilling, completion, and production, and associated infrastructure. Prior to joining Abaco, Mr. Babcock was the President and Chief Executive Officer of Titan Specialties, Ltd. (“Titan”), a Riverstone portfolio company, from 2008 until its sale to Hunting PLC in September 2011. Following the sale, Mr. Babcock remained at Titan until June 2012. Prior to joining Titan, from 2005 until 2008, Mr. Babcock served as President and Chief Executive Officer of International Logging, Inc. (“ILI”), also a Riverstone portfolio company, where he took a narrowly-focused mud logging company of over 300 employees to a diverse well site services organization of over 1,800 employees spread over 60 countries in a little over two years. Prior to joining ILI, Mr. Babcock was Director of Strategic Sales at Baker Hughes INTEQ and Vice President of Business Development at Noble Technology Services. Mr. Babcock began his career with EXLOG in 1980. Mr. Babcock has a Bachelor of Science in Geology from Florida State University. Mr. Babcock has been nominated to serve on our board of directors by Riverstone pursuant to the stockholders’ agreement. We believe that Mr. Babcock’s strong business leadership experience qualifies him for service on our board of directors.

**Jesal Shah—Director Nominee.** Mr. Shah has been nominated to serve on our board of directors. Mr. Shah is a Vice President of Riverstone, an energy-focused private equity firm. Mr. Shah joined Riverstone in 2010 and returned to Riverstone in 2015 after earning a Master of Business Administration. Prior to joining Riverstone, Mr. Shah worked in the Investment Banking Division of Credit Suisse. While at Credit Suisse, Mr. Shah worked on mergers and acquisitions and capital markets financings in the global energy sector. Mr. Shah has a Bachelor of Arts in Economics and Spanish from Tufts University and a Master of Business Administration from Harvard Business School. Mr. Shah has been nominated to serve on our board of directors by Riverstone pursuant to the stockholders’ agreement. We believe that Mr. Shah’s experience investing in the energy sector qualifies him for service on our board of directors.



## **Status as a Controlled Company**

Because the Liberty Unit Holders, together with affiliates of Riverstone, will initially own approximately 78.7% of the voting power of our capital stock following the completion of this offering, we expect to be a controlled company as of the completion of the offering under Sarbanes-Oxley and NYSE corporate governance standards. A controlled company does not need its board of directors to have a majority of independent directors or to form independent compensation and nominating and governance committees. As a controlled company, we will remain subject to rules of Sarbanes-Oxley and the NYSE that require us to have an audit committee composed entirely of independent directors. Under these rules, we must have at least one independent director on our audit committee by the date our Class A common stock is listed on the NYSE, at least two independent directors on our audit committee within 90 days of the listing date, and at least three independent directors on our audit committee within one year of the listing date.

If at any time we cease to be a controlled company, we will take all action necessary to comply with Sarbanes-Oxley and NYSE corporate governance standards, including by appointing a majority of independent directors to our board of directors and ensuring we have a compensation committee and a nominating and corporate governance committee, each composed entirely of independent directors, subject to a permitted “phase-in” period.

Initially, our board of directors will consist of a single class of directors each serving one-year terms. After we cease to be a controlled company, our board of directors will be divided into three classes of directors, with each class as equal in number as possible, serving staggered three-year terms, and such directors will be removable only for “cause.”

## **Composition of Our Board of Directors**

Our board of directors currently consists of one member. Prior to the date that our Class A common stock is first traded on the NYSE, we expect to have an eight member board of directors consisting of our director nominees who shall be appointed to the board of directors, and we expect that Mr. Stock will resign from our board of directors.

In connection with this offering, we will enter into a stockholders’ agreement with the Principal Stockholders. The stockholders’ agreement will provide Riverstone with the right to designate a certain number of nominees to our board of directors so long as they and their affiliates collectively beneficially own more than 10% of the outstanding shares of our Class A common stock.

In evaluating director candidates, we will assess whether a candidate possesses the integrity, judgment, knowledge, experience, skills and expertise that are likely to enhance the board’s ability to manage and direct our affairs and business, including, when applicable, to enhance the ability of committees of the board to fulfill their duties of increasing the length of time necessary to change the composition of a majority of the board of directors.

## **Director Independence**

Our board of directors has determined that each of Cary D. Steinbeck, Peter A. Dea, Ken Babcock and William F. Kimble are independent within the meaning of the NYSE listing standards currently in effect and that William F. Kimble and Peter A. Dea are independent within the meaning of 10A-3 of the Exchange Act.

## **Committees of the Board of Directors**

### ***Audit Committee***

Rules implemented by the NYSE and the SEC require us to have an audit committee comprised of at least three directors who meet the independence and experience standards established by the NYSE and the Exchange Act, subject to transitional relief during the one-year period following the completion of this offering. Our audit

committee initially consists of three directors, two of whom are independent under the rules of the SEC. As required by the rules of the SEC and listing standards of the NYSE, after the applicable transition period, the audit committee consists solely of independent directors. William F. Kimble, Peter A. Dea and Cary D. Steinbeck will initially serve as members of our audit committee. Each member of the audit committee is financially literate, and our board of directors has determined that William F. Kimble qualifies as an “audit committee financial expert” as defined in applicable SEC rules.

This committee will oversee, review, act on and report on various auditing and accounting matters to our board of directors, including: the selection of our independent accountants, the scope of our annual audits, fees to be paid to the independent accountants, the performance of our independent accountants and our accounting practices. In addition, the audit committee will oversee our compliance programs relating to legal and regulatory requirements. We expect to adopt an audit committee charter defining the committee’s primary duties in a manner consistent with the rules of the SEC and applicable stock exchange or market standards.

#### ***Compensation Committee***

Because we will be a “controlled company” as of the closing of this offering within the meaning of NYSE corporate governance standards, we will not be required to, and do not currently expect to, have a compensation committee as of the closing of this offering.

If and when we are no longer a “controlled company” within the meaning of NYSE corporate governance standards, we will be required to establish a compensation committee. We anticipate that such a compensation committee would consist of three directors who will be “independent” under the rules of the SEC, Sarbanes Oxley and the NYSE. This committee would establish salaries, incentives and other forms of compensation for officers and other employees. Any compensation committee would also administer our incentive compensation and benefit plans. Upon formation of a compensation committee, we would expect to adopt a compensation committee charter defining the committee’s primary duties in a manner consistent with the rules of the SEC, the PCAOB and applicable stock exchange or market standards.

#### ***Nominating and Corporate Governance Committee***

Because we will be a “controlled company” as of the closing of this offering within the meaning of NYSE corporate governance standards, we will not be required to, and do not currently expect to, have a nominating and corporate governance committee.

If and when we are no longer a “controlled company” within the meaning of NYSE corporate governance standards, we will be required to establish a nominating and corporate governance committee. We anticipate that such a nominating and corporate governance committee would consist of three directors who will be “independent” under the rules of the SEC. This committee would identify, evaluate and recommend qualified nominees to serve on our board of directors, develop and oversee our internal corporate governance processes and maintain a management succession plan. Upon formation of a nominating and corporate governance committee, we would expect to adopt a nominating and corporate governance committee charter defining the committee’s primary duties in a manner consistent with the rules of the SEC and NYSE standards.

#### **Code of Business Conduct and Ethics**

Our board of directors has adopted a code of business conduct and ethics applicable to our employees, directors and officers, in accordance with applicable U.S. federal securities laws and the corporate governance rules of the NYSE. Any waiver of this code may be made only by our board of directors and will be promptly disclosed as required by applicable U.S. federal securities laws and the corporate governance rules of the NYSE.

#### **Corporate Governance Guidelines**

Our board of directors has adopted corporate governance guidelines in accordance with the corporate governance rules of the NYSE.

### ***Annual Bonus***

Our annual bonus awards have historically been discretionary bonuses based on the net income performance of our predecessor. No annual bonuses were paid with respect to 2016, but our Named Executive Officers received transaction bonuses on the consummation of the transaction with Sanjel Corporation in 2016. Unless otherwise determined, the Named Executive Officers must be employed on the payment date in order to receive payment.

### ***Long-Term Incentive Compensation***

We have historically offered long-term incentives to our Named Executive Officers through grants of restricted Class B Units in Liberty Holdings. These Class B Unit awards are subject to time-based vesting requirements and are subject to accelerated vesting upon the occurrence of certain terminations of employment and certain change in control events. In connection with our reorganization described below under “—Corporate Reorganization,” the Class B Units that remain unvested will be exchanged for restricted stock awards granted pursuant to the Liberty Oilfield Services Inc. Legacy Restricted Stock Plan (the “Legacy Plan”), which we anticipate will be adopted prior to the consummation of this offering for the limited purpose of facilitating the exchange of the unvested Class B Units for restricted stock awards. These restricted stock awards will be subject to the same vesting conditions applicable to the Class B Units immediately prior to the exchange, and we do not anticipate that the consummation of this offering will result in accelerated vesting of any of the restricted stock awards. We do not expect that any awards will be granted under the Legacy Plan other than the grant of restricted stock awards in exchange for unvested Class B Units. See below under “—Additional Narrative Disclosure—Potential Payments Upon a Termination or Change in Control” for additional information regarding the circumstances that could result in accelerated vesting of these awards.

### **Outstanding Equity Awards at 2016 Fiscal Year-End**

The following table reflects information regarding outstanding equity-based awards held by our Named Executive Officers as of December 31, 2016, which consist exclusively of Class B Units in Liberty Holdings. Although only a portion of the aggregate compensation paid to our Named Executive Officers for 2016 is attributable to the services provided to our predecessor, all outstanding equity-based awards held by the Named Executive Officers as of December 31, 2016 are included in the table below.

Name (a)	Option Awards <sup>(1)</sup>			
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Option Exercise Price (\$) (e) <sup>(4)</sup>	Option Expiration Date (f) <sup>(4)</sup>
<b>Christopher A. Wright</b> .....	150,000	—	N/A	N/A
<b>Michael Stock</b> .....	80,000	—	N/A	N/A
<b>Ron Gusek</b> .....	37,500	12,500 <sup>(2)</sup>	N/A	N/A
	6,250	18,750 <sup>(3)</sup>	N/A	N/A

- (1) The equity awards disclosed in this table are restricted Class B Units in Liberty Holdings, which are intended to be profits interests for federal income tax purposes. The Class B Units are subject to time-based vesting conditions, and each award vests 25% each year over four years following the vesting start date, subject to the Named Executive Officer’s continued employment through the applicable vesting date. The treatment of these awards upon certain terminations of employment and change in control events is described below under “—Potential Payments Upon a Termination or Change in Control.”
- (2) These Class B Units, or any restricted stock awards received in exchange for these Class B Units, will vest on February 20, 2018 so long as Mr. Gusek remains employed through such date.

- (3) 6,250 of these Class B Units, or any restricted stock awards received in exchange for these Class B Units, will vest on each of October 31, 2018, October 31, 2019 and October 31, 2020 so long as Mr. Gusek remains employed through such dates.
- (4) These equity awards are not traditional options, and therefore, there is no exercise price or option expiration date associated with them.

## **Additional Narrative Disclosure**

### ***Retirement Benefits***

We have not maintained, and do not currently maintain, a defined benefit pension plan or nonqualified deferred compensation plan. We currently maintain a retirement plan intended to provide benefits under section 401(k) of the Internal Revenue Code under which employees, including our Named Executive Officers, are allowed to contribute portions of their base compensation to a tax-qualified retirement account. We temporarily suspended matching contributions in 2016.

### ***Potential Payments Upon Termination or Change in Control***

We do not currently maintain any employment agreements, severance agreements or change in control agreements with any of the Named Executive Officers.

A Named Executive Officer's outstanding, unvested Class B Units in Liberty Holdings will become 100% vested upon a "sale transaction," which is generally any transaction or series of related transaction that result in (a) a sale of all or substantially all of the assets of our predecessor or (b) the existing unitholders having record ownership, directly or indirectly after the consummation of such transaction, of 10% or less of the equity securities of the surviving or acquiring company. Any restricted stock awards received in exchange for unvested Class B Units in Liberty Holdings will be subject to similar acceleration provisions.

Upon the termination of a Named Executive Officer's employment by us in circumstances which do not involve "inappropriate conduct" or a Named Executive Officer's voluntary resignation with "good reason," a percentage of the unvested Class B Units equal to the greater of (i) the percentage already vested at such time in accordance with the time-based vesting requirements and (ii) 50% will be deemed vested. Any restricted stock awards received in exchange for unvested Class B Units in Liberty Holdings will be subject to similar acceleration provisions.

Generally, "inappropriate conduct" means any of the following: (A) conviction of, or plea of nolo contendere to, a felony or serious crime involving fraud, dishonesty or breach of trust; (B) gross negligence or intentional misconduct in the performance of his duties to us or our subsidiaries; (C) breach of a material obligation under the restricted unit agreement or our predecessor's Limited Liability Company Agreement; (D) willful dishonesty, fraud or misrepresentation intended to result in his gain or personal enrichment at the expense of us, any of our subsidiaries or our other equity holders; (E) public or consistent drunkenness or illegal use of narcotics that is reasonably likely to become materially injurious to the reputation or business of us or our subsidiaries or that is reasonably likely to impair his performance of duties to us or our subsidiaries; or (F) any other intentional conduct that materially injures us, our subsidiaries, or our reputation, including, but not limited to, knowingly participating or allowing accounting or tax improprieties, embezzlement or theft. Certain of the actions and omissions described above are subject to a notice and cure period.

Generally, "good reason" means any of the following: (x) material diminution in the Named Executive Officer's responsibilities, duties or authority; (y) material diminution in the Named Executive Officer's base salary; or (z) breach by us of one of our material obligations under the restricted unit agreement. Certain of the actions described above are subject to a notice and cure period.

## **Actions Taken Following Fiscal Year End**

### ***Long-Term Incentive Plan***

In order to incentivize individuals providing services to us or our affiliates, our board of directors intends to adopt a long-term incentive plan (the “LTIP”) prior to the completion of this offering. We anticipate that the LTIP will provide for the grant, from time to time, at the discretion of our board of directors or a committee thereof, of stock options, stock appreciation rights (“SARs”), restricted stock, restricted stock units, stock awards, dividend equivalents, other stock-based awards, cash awards, substitute awards and performance awards. The description of the LTIP set forth below is a summary of the material anticipated features of the LTIP. Our board of directors is still in the process of developing, approving and implementing the LTIP, and accordingly, this summary is subject to change. Further, this summary does not purport to be a complete description of all of the anticipated provisions of the LTIP and is qualified in its entirety by reference to the LTIP, the form of which is filed as an exhibit to this registration statement.

*LTIP Share Limits.* Subject to adjustment in the event of certain transactions or changes of capitalization in accordance with the LTIP, a total of 12,908,734 shares of our Class A common stock will initially be reserved for issuance pursuant to awards under the LTIP. The total number of shares reserved for issuance under the LTIP may be issued pursuant to incentive stock options (which generally are stock options that meet the requirements of Section 422 of the Code). Class A common stock subject to an award that expires or is canceled, forfeited, exchanged, settled in cash or otherwise terminated without delivery of shares and shares withheld to pay the exercise price of, or to satisfy the withholding obligations with respect to, an award will again be available for delivery pursuant to other awards under the LTIP.

*Individual Share Limits.* Beginning with the calendar year in which the transition period for the LTIP under Section 162(m) of the Code expires and for each calendar year thereafter, a “covered employee” (within the meaning of Section 162(m) of the Code) may not be granted awards under the LTIP intended to qualify as “performance-based compensation” (within the meaning of Section 162(m) of the Code) (i) to the extent such award is based on a number of shares of our Class A common stock relating to more than 1,000,000 shares of Class A common stock and (ii) to the extent such award is designated to be paid only in cash and is not based on a number of shares of our Class A common stock, having a value determined on the date of grant in excess of \$5 million. In addition, the maximum aggregate grant date fair value of awards granted under the LTIP to non-employee directors will not exceed \$1 million in any single calendar year (or \$2 million in the first calendar year in which an individual becomes a non-employee director).

*Administration.* The LTIP will be administered by our board of directors, except to the extent our board of directors elects a committee of directors to administer the LTIP. Our board of directors has broad discretion to administer the LTIP, including the power to determine the eligible individuals to whom awards will be granted, the number and type of awards to be granted and the terms and conditions of awards. The board of directors may also accelerate the vesting or exercise of any award and make all other determinations and to take all other actions necessary or advisable for the administration of the LTIP.

*Eligibility.* Any individual who is our officer or employee or an officer or employee of any of our affiliates, and any other person who provides services to us or our affiliates, including members of our board of directors, are eligible to receive awards under the LTIP at the discretion of our board of directors.

*Stock Options.* The board of directors may grant incentive stock options and options that do not qualify as incentive stock options, except that incentive stock options may only be granted to persons who are our employees or employees of one of our subsidiaries, in accordance with Section 422 of the Code. The exercise price of a stock option generally cannot be less than 100% of the fair market value of a share of our Class A common stock on the date on which the option is granted and the option must not be exercisable for longer than ten years following the date of grant. In the case of an incentive stock option granted to an individual who owns (or is deemed to own) at least 10% of the total combined voting power of all classes of our capital stock, the

## CORPORATE REORGANIZATION

We were incorporated as a Delaware corporation in December 2016. Following this offering and the related transactions, we will be a holding company whose only material asset will consist of membership interests in Liberty LLC. Liberty LLC owns all of the outstanding equity interest in the subsidiaries through which we operate our assets. After the consummation of the transactions contemplated by this prospectus, we will be the sole managing member of Liberty LLC and will be responsible for all operational, management and administrative decisions relating to Liberty LLC's business and will consolidate financial results of Liberty LLC and its subsidiaries. The Liberty LLC Agreement will be amended and restated as the Fourth Amended and Restated Limited Liability Company Agreement of Liberty LLC to, among other things, admit Liberty Inc. as the sole managing member of Liberty LLC.

In connection with the offering:

- (a) Liberty Holdings will contribute all of its assets to Liberty LLC in exchange for ownership interests in Liberty LLC, which we refer to in this prospectus as "Liberty LLC Units";
- (b) Liberty Holdings will liquidate and distribute to the Legacy Owners, Liberty LLC Units in accordance with its limited liability company agreement;
- (c) the Exchanging Owners will directly or indirectly contribute all of their Liberty LLC Units to Liberty Inc. in exchange for 29,725,937 shares of Class A common stock;
- (d) the Liberty Unit Holders will contribute only a portion of their Liberty LLC Units to Liberty Inc. in exchange for 4,671,929 shares of Class A common stock and will continue to own a portion of the Liberty LLC Units following this offering;
- (e) Liberty Inc. will issue 10,714,286 shares of Class A common stock to purchasers in this offering in exchange for the proceeds of this offering;
- (f) Liberty Inc. will issue to each Liberty Unit Holder a number of shares of Class B common stock equal to the number of Liberty LLC Units held by such Liberty Unit Holder following this offering; and
- (g) Liberty Inc. will contribute the net proceeds of this offering to Liberty LLC in exchange for an additional number of Liberty LLC Units such that Liberty Inc. holds a total number of Liberty LLC Units equal to the number of shares of Class A common stock outstanding following this offering.

After giving effect to these transactions and the offering contemplated by this prospectus, Liberty Inc. will own an approximate 38.8% interest in Liberty LLC (or 39.7% if the underwriters' option to purchase additional shares is exercised in full), and the Liberty Unit Holders will own an approximate 61.2% interest in Liberty LLC (or 60.3% if the underwriters' option to purchase additional shares is exercised in full) and all of the Class B common stock. Please see "Principal Shareholders."

Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by shareholders generally. Holders of Class A common stock and Class B common stock will vote together as a single class on all matters presented to our shareholders for their vote or approval, except as otherwise required by applicable law or by our amended and restated certificate of incorporation. We do not intend to list Class B common stock on any exchange.

Following this offering, under the Liberty LLC Agreement, each Liberty Unit Holder will, subject to certain limitations, have the right, pursuant to the Redemption Right, to cause Liberty LLC to acquire all or a portion of its Liberty LLC Units for, at Liberty LLC's election, (i) shares of our Class A common stock at a redemption ratio of one share of Class A common stock for each Liberty LLC Unit redeemed, subject to conversion rate adjustments for stock splits, stock dividends and reclassification and other similar transactions or (ii) an equivalent amount of cash. We will determine whether to issue shares of Class A common stock or cash based on



time, any shares of Liberty Inc.'s Class A common stock are redeemed, repurchased or otherwise acquired, Liberty LLC shall redeem, repurchase or otherwise acquire an equal number of Liberty LLC Units held by Liberty Inc., upon the same terms and for the same price, as the shares of our Class A common stock are redeemed, repurchased or otherwise acquired.

### ***Competition***

Under the Liberty LLC Agreement, the members have agreed that the Riverstone and its affiliates will be permitted to engage in business activities or invest in or acquire businesses which may compete with our business or do business with our customers.

### ***Dissolution***

Liberty LLC will be dissolved only upon the first to occur of (i) the sale of substantially all of its assets or (ii) an election by us to dissolve the company. Upon dissolution, Liberty LLC will be liquidated and the proceeds from any liquidation will be applied and distributed in the following manner: (a) first, to creditors (including to the extent permitted by law, creditors who are members) in satisfaction of the liabilities of Liberty LLC, (b) second, to establish cash reserves for contingent or unforeseen liabilities and (c) third, to the members in proportion to the number of Liberty LLC Units owned by each of them.

### **Tax Receivable Agreements**

As described in "Corporate Reorganization," Liberty Inc. will acquire Liberty LLC Units from certain of the Liberty Unit Holders in connection with this offering in exchange for cash. In addition, the Liberty Unit Holders may redeem their Liberty LLC Units for shares of Class A common stock or cash, as applicable, in the future pursuant to the Redemption Right or the Call Right. Liberty LLC intends to make for itself (and for each of its direct or indirect subsidiaries that is treated as a partnership for U.S. federal income tax purposes and that it controls) an election under Section 754 of the Code that will be effective for the taxable year of this offering and each taxable year in which a redemption of Liberty LLC Units pursuant to the Redemption Right or the Call Right occurs. Pursuant to the Section 754 election, our acquisition (or deemed acquisition for U.S. federal income tax purposes) of Liberty LLC Units for cash as a part of the corporate reorganization and redemptions of Liberty LLC Units pursuant to the Redemption Right or the Call Right are expected to result in adjustments to the tax basis of the tangible and intangible assets of Liberty LLC. These adjustments will be allocated to Liberty Inc. Such adjustments to the tax basis of the tangible and intangible assets of Liberty LLC would not have been available to Liberty Inc. absent its acquisition or deemed acquisition of Liberty LLC Units as part of the reorganization transactions or pursuant to the exercise of the Redemption Right or the Call Right. The anticipated basis adjustments are expected to increase (for tax purposes) Liberty Inc.'s depreciation, depletion and amortization deductions and may also decrease Liberty Inc.'s gains (or increase its losses) on future dispositions of certain assets to the extent tax basis is allocated to those assets. Such increased deductions and losses and reduced gains may reduce the amount of tax that Liberty Inc. would otherwise be required to pay in the future.

Liberty Inc. will enter into two Tax Receivable Agreements with the TRA Holders at the closing of this offering. The first of such Tax Receivable Agreements, which we will enter into with the Liberty Unit Holders, generally provides for the payment by us to such TRA Holders of 85% of the net cash savings, if any, in U.S. federal, state and local income and franchise tax (computed using simplifying assumptions to address the impact of state and local taxes) that we actually realize (or are deemed to realize in certain circumstances) in certain circumstances in periods after this offering as a result of, as applicable to each such TRA Holder, (i) certain increases in tax basis that occur as a result of our acquisition (or deemed acquisition for U.S. federal income tax purposes) of all or a portion of such TRA Holder's Liberty LLC Units in connection with this offering or pursuant to the exercise of the Redemption Right or our Call Right and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, any payments we make under such Tax Receivable Agreement. The second of the Tax Receivable Agreements, which we will enter into with R/C Energy, generally

provides for the payment by us to such TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income and franchise tax (computed using simplifying assumptions to address the impact of state and local taxes) that we actually realize (or are deemed to realize in certain circumstances) in certain circumstances in periods after this offering as a result of (i) any net operating losses available to us as a result of certain reorganization transactions entered into in connection with this offering and (ii) imputed interest deemed to be paid by us as a result of any payments we make under such Tax Receivable Agreement. Under both Tax Receivable Agreements, we will retain the benefit of the remaining 15% of these cash savings. Certain of the TRA Holders' rights under the Tax Receivable Agreements are transferable in connection with a permitted transfer of Liberty LLC Units or if the TRA Holder no longer holds Liberty LLC Units.

The payment obligations under the Tax Receivable Agreements are Liberty Inc.'s obligations and not obligations of Liberty LLC, and we expect that the payments we will be required to make under the Tax Receivable Agreement will be substantial. Estimating the amount and timing of payments that may become due under the Tax Receivable Agreements is by its nature imprecise. For purposes of the Tax Receivable Agreements, cash savings in tax generally will be calculated by comparing Liberty Inc.'s actual tax liability (determined by using the actual applicable U.S. federal income tax rate and an assumed combined state and local income tax rate) to the amount it would have been required to pay had it not been able to utilize any of the tax benefits subject to the Tax Receivable Agreements. The amounts payable, as well as the timing of any payments, under the Tax Receivable Agreements are dependent upon significant future events and assumptions, including the timing of the redemptions of Liberty LLC Units, the price of our Class A common stock at the time of each redemption, the extent to which such redemptions are taxable transactions, the amount of the redeeming unit holder's tax basis in its Liberty LLC Units at the time of the relevant redemption, the depreciation and amortization periods that apply to the increase in tax basis, the amount of net operating losses available to us as a result of the contemplated reorganization transactions, the amount and timing of taxable income we generate in the future, the U.S. federal income tax rate then applicable, and the portion of Liberty Inc.'s payments under the Tax Receivable Agreements that constitute imputed interest or give rise to depreciable or amortizable tax basis.

Assuming no material changes in the relevant tax law, we expect that if the Tax Receivable Agreements were terminated immediately after this offering (assuming \$14.00 per share as the initial offering price to the public), the estimated termination payments, based on the assumptions discussed above, would be approximately \$252.3 million (calculated using a discount rate equal to the long-term Treasury rate in effect on the applicable date plus 300 basis points, applied against an undiscounted liability of approximately \$393.5 million).

Reductions in U.S. federal corporate income tax rates are currently being considered. If the U.S. federal corporate income tax rate was reduced to 20% and all other assumptions were held constant, the estimated termination payments would be approximately \$137.8 million (calculated using a discount rate equal to the long-term Treasury rate in effect on the applicable date plus 300 basis points, applied against an undiscounted liability of approximately \$206.0 million).

A delay in the timing of redemptions of Liberty LLC Units, holding other assumptions constant, would be expected to decrease the discounted value of the amounts payable under the Tax Receivable Agreements as the benefit of the depreciation and amortization deductions would be delayed and the estimated increase in tax basis could be reduced if allocations of Liberty LLC taxable income exceed distributions and allocations of losses to the redeeming unit holder prior to the redemption. Stock price increases or decreases at the time of each redemption of Liberty LLC Units would be expected to result in a corresponding increase or decrease in the undiscounted amounts payable under the Tax Receivable Agreements in an amount equal to 85% of the tax-effected change in price. The amounts payable under the Tax Receivable Agreements are dependent upon Liberty Inc. having sufficient future taxable income to utilize the tax benefits on which it is required to make payments under the Tax Receivable Agreements. If Liberty Inc.'s projected taxable income is significantly reduced, the expected payments would be reduced to the extent such tax benefits do not result in a reduction of Liberty Inc.'s future income tax liabilities.

which would cause all our payment and other obligations under the Tax Receivable Agreements to be accelerated and become due and payable applying the same assumptions described above.

As a result of either an early termination or a change of control, we could be required to make payments under the Tax Receivable Agreements that exceed our actual cash tax savings under the Tax Receivable Agreements. In these situations, our obligations under the Tax Receivable Agreements could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, or other forms of business combinations or changes of control. For example, if we experienced a change of control or the Tax Receivable Agreements were terminated immediately after this offering, the estimated lump-sum payment would be approximately \$252.3 million. There can be no assurance that we will be able to finance our obligations under the Tax Receivable Agreements.

Decisions we make in the course of running our business, such as with respect to mergers, asset sales, other forms of business combinations or other changes in control, may influence the timing and amount of payments that are received by the TRA Holders under the Tax Receivable Agreements. For example, the earlier disposition of assets following a redemption of Liberty LLC Units may accelerate payments under the Tax Receivable Agreements and increase the present value of such payments, and the disposition of assets before a redemption of Liberty LLC Units may increase the TRA Holders' tax liability without giving rise to any rights of the TRA Holders to receive payments under the Tax Receivable Agreements. Such effects may result in differences or conflicts of interest between the interests of the TRA Holders and other shareholders.

Payments generally are due under the Tax Receivable Agreements within 5 days following the finalization of the schedule with respect to which the payment obligation is calculated. However, interest on such payments will begin to accrue from the due date (without extensions) of our U.S. federal income tax return for the period to which such payments relate until such payment due date at a rate equal to one-year LIBOR plus basis points. Except in cases where we elect to terminate the Tax Receivable Agreements early or it is otherwise terminated as described above, generally we may elect to defer payments due under the Tax Receivable Agreements if we do not have available cash to satisfy our payment obligations under the Tax Receivable Agreements or if our contractual obligations limit our ability to make these payments. Any such deferred payments under the Tax Receivable Agreements generally will accrue interest from the due date for such payment until the payment date at a rate of one-year LIBOR plus 550 basis points. However, interest will accrue from the due date for such payment until the payment date at a rate of one-year LIBOR plus 150 basis points if we are unable to make such payment as a result of limitations imposed by existing credit agreements. We have no present intention to defer payments under the Tax Receivable Agreements.

Because we are a holding company with no operations of our own, our ability to make payments under the Tax Receivable Agreements is dependent on the ability of Liberty LLC to make distributions to us in an amount sufficient to cover our obligations under the Tax Receivable Agreements. This ability, in turn, may depend on the ability of Liberty LLC's subsidiaries to make distributions to it. The ability of Liberty LLC, its subsidiaries and other entities in which it directly or indirectly holds an equity interest to make such distributions will be subject to, among other things, the applicable provisions of Delaware law (or other applicable jurisdiction) that may limit the amount of funds available for distribution and restrictions in relevant debt instruments issued by Liberty LLC or its subsidiaries and/or other entities in which it directly or indirectly holds an equity interest. To the extent that we are unable to make payments under the Tax Receivable Agreement for any reason, such payments will be deferred and will accrue interest until paid.

The Tax Receivable Agreements are filed as an exhibit to the registration statement of which this prospectus forms a part, and the foregoing descriptions of the Tax Receivable Agreements are qualified by reference thereto.

## Stockholders' Agreement

In connection with this offering, we will enter into a stockholders' agreement with the Principal Stockholders. Among other things, the stockholders' agreement will provide the right to designate nominees to our board of directors as follows:

- so long as Riverstone and its affiliates collectively own at least 35% of our Class A common stock, Riverstone can designate up to five nominees to our board of directors, with the board size decreasing by one director when Riverstone and its affiliates no longer own at least 35% of our Class A common stock;
- so long as Riverstone and its affiliates collectively own at least 30% of our Class A common stock, Riverstone can designate up to four nominees to our board of directors;
- so long as Riverstone and its affiliates collectively own at least 20% of our Class A common stock but less than 30% of our Class A common stock, Riverstone can designate up to two nominees to our board of directors; and
- so long as Riverstone and its affiliates collectively own at least 10% of our Class A common stock but less than 20% of our Class A common stock, Riverstone can designate up to one nominee to our board of directors.

Pursuant to the stockholders' agreement we and the Principal Stockholders will be required to take all necessary actions, to the fullest extent permitted by applicable law (including with respect to any fiduciary duties under Delaware law), to cause the election of the nominees designated by Riverstone. At any time the members of our board of directors are allocated among separate classes of directors, (i) the directors designated by Riverstone pursuant to the stockholders' agreement will be in different classes of directors to the extent practicable and (ii) Riverstone will be permitted to designate the class or classes to which each such director will be allocated. Riverstone will be entitled to designate the replacement for any of its board designees whose board service terminates prior to the end of such director's term. Riverstone has the right to nominate another member to our board of directors.

In addition, the stockholders' agreement will provide that for so long as the Principal Stockholders and their affiliates own at least 20% of the outstanding shares of our Class A common stock, Riverstone will have the right to cause any committee of our board of directors to include in its membership at least one director designated by Riverstone, except to the extent that such membership would violate applicable securities laws or stock exchange rules. The rights granted to Riverstone to designate directors are additive to and not intended to limit in any way the rights that Riverstone or any of its affiliates may have to nominate, elect or remove our directors under our certificate of incorporation, bylaws or the DGCL.

Furthermore, so long as Riverstone and its affiliates collectively own at least 20% of the outstanding shares of Class A common stock, we have agreed not to take, and will take all necessary action to cause our subsidiaries not to take, the following direct or indirect actions (or enter into an agreement to take such actions) without the prior consent of Riverstone:

- any material change, through any acquisition, disposition of assets or otherwise, in the nature of our business or operations and our subsidiaries as of the date of the stockholders' agreement;
- hiring or terminating our chief executive officer or the chief financial officer and their respective successors;
- any transaction that, if consummated, would constitute a Change of Control (as defined in the stockholders' agreement) or entering into any definitive agreement or series of related agreements that govern any transaction or series of related transactions that, if consummated, would result in a Change of Control;

- entering into any agreement providing for certain acquisitions or dispositions, in each such case, involving consideration payable or receivable by us or any of our subsidiaries in excess of \$100 million in the aggregate in any single transaction or series of related transactions during any 12-month period;
- any incurrence by us or any of our subsidiaries of indebtedness for borrowed money (including through capital leases, the issuance of debt securities or the guarantee of indebtedness of another Person) in excess of \$100 million in the aggregate in any single transaction or series of related transactions during any 12-month period;
- any issuance or series of related issuances of equity securities by us or any of our subsidiaries for an aggregate consideration in excess of \$100 million;
- any payment or declaration of any dividend or other distribution of any shares of Class A common stock or entering into any recapitalization transaction the primary purpose of which is to pay a dividend;
- any increase or decrease in the size of our board of directors, committees of the board of directors, and board and committees of our subsidiaries;
- settling any litigation to which we or any of our subsidiaries is a party involving the payment by us or any of our subsidiaries of an aggregate amount equal to or greater than \$25 million;
- entering into any joint venture or similar business alliance involving investment, contribution or disposition by us or any of our subsidiaries of assets (including stock of subsidiaries) having an aggregate fair market value in excess of \$100 million, other than transactions solely between and among us and our wholly owned subsidiaries; and
- any amendment, modification or waiver of our certificate of incorporation, bylaws or any other governing document following the date of the stockholders' agreement that (i) causes the number of board of director seats to be less than or greater than nine or (ii) materially and adversely affects any Principal Stockholder.

### **Registration Rights Agreement**

In connection with the closing of this offering, we will enter into a registration rights agreement with the Legacy Owners. We expect that the agreement will contain provisions by which we agree to register under the federal securities laws the offer and resale of shares of our Class A common stock by the Legacy Owners or certain of their affiliates or permitted transferees under the registration rights agreement. These registration rights will be subject to certain conditions and limitations. We will generally be obligated to pay all registration expenses in connection with these registration obligations, regardless of whether a registration statement is filed or becomes effective.

### **Historical Transactions with Affiliates**

#### ***Advisory Services Agreement***

Liberty Holdings entered into an advisory agreement, dated December 30, 2011, with Riverstone, in which Riverstone agreed to provide certain administrative advisory services to us. The service fees incurred and accrued to Riverstone, and reflected in the financials of our accounting predecessor, for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015 were approximately \$1.3 million, \$457,000 and \$446,000, respectively. We do not expect to incur future expense under this agreement following completion of this offering.

#### ***Transactions with Liberty Resources***

In September 2011, Liberty Resources entered into a services agreement (the "Services Agreement") with Liberty Services whereby Liberty Resources is to provide certain administrative support functions to Liberty Services. Liberty Resources also entered into a master service agreement with Liberty Services whereby Liberty

Services provides hydraulic fracturing service to Liberty Resources at market service rates. The amount incurred under the Services Agreement by Liberty Services during the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015 was approximately \$0, \$93,000 and \$160,000, respectively, and there was no outstanding balance for the respective periods. The amounts related to the provision of hydraulic fracturing services to Liberty Resources under the master services agreement for the nine months ended September 30, 2017 and the years ended December 31, 2016 and 2015 were approximately \$20.7 million, \$13.1 million and \$28.8 million, respectively.

#### ***Services to Zavanna, LLC***

Liberty Services provided hydraulic fracturing services under a standard master services agreement at market rates to Zavanna, LLC, an E&P company that partially owned one of Liberty Holdings' investors through October 2016. For the years ended December 31, 2016 and 2015, Liberty Services derived revenue of approximately \$4.8 million and \$42.3 million, respectively.

#### ***PropX***

During 2016, Liberty Holdings committed to make an investment and become a non-controlling minority member in Proppant Express Investments, LLC, ("PropX Investments") the owner of PropX, a provider of proppant logistics equipment. Effective March 31, 2017, Liberty Holdings assigned and transferred all of its rights, commitments and obligations with respect to PropX Investments to third parties. Liberty Services is party to a services agreement (the "PropX Services Agreement") whereby Liberty Services is to provide certain administrative support functions to PropX, and Liberty Services is to purchase and lease proppant logistics equipment from PropX at market rates. Receivables from PropX as of December 31, 2016 were \$0.2 million.

#### ***Bridge Loan***

During the second quarter of 2017, ACQI entered into the Bridge Loan with the Bridge Loan Lenders. The Bridge Loan was to mature on October 10, 2017, unless earlier terminated in connection with an initial public offering, and provided for interest at 12% per annum. In June 2017, in connection with our entry into an amendment to our Prior Credit Facility, the Bridge Loan and accrued interest payable of \$60.8 million were assigned from the Bridge Loan Lenders to Liberty Holdings and ACQI's obligation under the Bridge Loan was canceled in exchange for 60,761,000 Redeemable Class 2 Common Units issued to Liberty Holdings. The Redeemable Class 2 Common Units were redeemed by ACQI on September 19, 2017 for, including accrued return, \$62.7 million.

#### **Conflicts of Interest**

The related party transactions described above may cause certain conflicts of interests, including that:

- we may enter into contracts between us, on the one hand, and related parties, on the other, that are not as a result of arm's-length transactions;
- our executive officers and directors that hold positions of responsibility with related parties may be aware of certain business opportunities that are appropriate for presentation to us as well as to such other related parties and may present such business opportunities to such other parties; and
- our executive officers and directors that hold positions of responsibility with related parties may have significant duties with, and spend significant time serving, other entities and may have conflicts of interest in allocating time.

For example, Christopher Wright, our Chief Executive Officer, is the Executive Chairman of Liberty Resources, a position which may require a significant portion of his time and which may cause conflicts of interest in pursuing business opportunities of which he becomes aware. Furthermore, our governing documents



## PRINCIPAL SHAREHOLDERS

The following table sets forth information with respect to the beneficial ownership of our Class A common stock and Class B common stock that, upon the consummation of this offering and transactions related thereto, and, unless otherwise stated, assuming the underwriters do not exercise their option to purchase additional common shares, will be owned by:

- each person known to us to beneficially own more than 5% of any class of our outstanding voting securities;
- each member of our board of directors and each nominee to our board of directors;
- each of our named executive officers; and
- all of our directors and executive officers as a group.

All information with respect to beneficial ownership has been furnished by the respective 5% or more shareholders, directors or executive officers, as the case may be. Unless otherwise noted, the mailing address of each listed beneficial owner is 950 17th Street, Suite 2400, Denver, Colorado 80202.

We have granted the underwriters the option to purchase up to an additional 1,607,143 shares of Class A common stock.

	Shares Beneficially Owned Prior to the Offering <sup>(1)</sup>		Shares Beneficially Owned After the Offering <sup>(2)</sup>					
			Class A Common Stock		Class B Common Stock		Combined Voting Power <sup>(3)</sup>	
	Number	%	Number	%	Number	%	Number	%
<b>5% Shareholders</b>								
Investment funds affiliated with Riverstone (4)	52,621,008	49.9%	18,020,842	39.9%	34,600,166	48.7%	52,621,008	45.3%
Entities associated with Oakmont Corporation(5)	16,103,209	15.3%	993,328	2.2%	15,109,881	21.3%	16,103,209	13.9%
BRP Liberty Master, LLC (6)	4,757,666	4.5%	293,477	0.7%	4,464,189	6.3%	4,757,666	4.1%
Concentric Equity Partners II, LP (7)	4,757,666	4.5%	4,757,666	10.5%	—	—	4,757,666	4.1%
SH Ventures LOS, LLC (8)	4,474,281	4.2%	275,996	0.6%	4,198,285	5.9%	4,474,281	3.8%
C. Mark Pearson	3,758,489	3.6%	231,843	0.5%	3,526,646	5.0%	3,758,489	3.2%
<b>Directors, Director Nominees and Named Executive Officers:</b>								
Christopher A. Wright	3,394,306	3.2%	209,378	0.5%	3,184,928	4.5%	3,394,306	2.9%
Michael Stock	1,407,309	1.3%	86,810	0.2%	1,320,499	1.9%	1,407,309	1.2%
Ron Gusek	1,167,490	1.1%	72,017	0.2%	1,095,473	1.5%	1,167,490	1.0%
Cary D. Steinbeck	—	—	—	—	—	—	—	—
N. John Lancaster, Jr.	—	—	—	—	—	—	—	—
Brett Staffieri	—	—	—	—	—	—	—	—
William F. Kimble	—	—	—	—	—	—	—	—
Peter A. Dea	—	—	—	—	—	—	—	—
Ken Babcock	—	—	—	—	—	—	—	—
Jesal Shah	—	—	—	—	—	—	—	—
Directors and executive officers as a group (12 persons)	5,969,105	5.7%	368,205	0.8%	5,600,900	7.9%	5,969,105	5.1%

- (1) Subject to the terms of the Liberty LLC Agreement, each Liberty Unit Holder will, subject to certain limitations, have the right to cause Liberty LLC to acquire all or a portion of its Liberty LLC Units for

shares of our Class A common stock (or cash at our election) at a redemption ratio of one share of Class A common stock for each Liberty LLC Unit redeemed. In connection with such acquisition, the corresponding number of shares of Class B common stock will be cancelled. See “Certain Relationships and Related Person Transactions—Liberty LLC Agreement.” Beneficial ownership of Liberty LLC Units is not reflected as beneficial ownership of shares of our Class A common stock for which such units may be redeemed.

- (2) Shares beneficially owned after the offering do not reflect the exercise of the underwriters’ option to purchase additional shares.
- (3) Represents percentage of voting power of our Class A common stock and Class B common stock voting together as a single class. The Liberty Unit Holders will hold one share of Class B common stock for each Liberty LLC Unit.
- (4) Investment funds affiliated with Riverstone includes (i) 15,746,217 shares of Class A common stock held by R/C Energy IV; and (ii) 2,237,101 shares of Class A common stock held by R/C IV Liberty Holdings, L.P. (“R/C IV Liberty”). R/C IV Liberty also holds 34,029,370 shares of Class B common stock. R/C Energy GP IV, LLC is the general partner of Riverstone/Carlyle Energy Partners IV, L.P., which is the general partner of each of R/C Energy IV and R/C IV Liberty. R/C Energy GP IV, LLC is managed by a management committee consisting of Pierre F. Lapeyre, Jr., David M. Leuschen, James T. Hackett, Michael B. Hoffman, N. John Lancaster, Daniel A. D’Aniello and Edward J. Mathias. As a result, each of R/C Energy GP IV, LLC and Riverstone/Carlyle Energy Partners IV, L.P. may be deemed to share beneficial ownership of the shares held of record by R/C Energy IV and R/C IV Liberty. The business address for each of the entities and individuals other than Messrs. D’Aniello and Mathias is c/o Riverstone Holdings, 712 Fifth Avenue, 36th Floor, New York, NY 10019. The business address for each of Messrs. D’Aniello and Mathias is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 200, Washington, D.C. 20004.
- (5) All shares may be deemed to be beneficially owned by Oakmont Corporation and Robert Day, who may be deemed to control Oakmont Corporation. The reporting herein of such shares shall not be construed as an admission by Oakmont Corporation or Mr. Day that either such person is the beneficial owner of such interests for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose. The principal business address of the Oakmont Corporation and Mr. Day is 865 S. Figueroa St., Suite 700, Los Angeles, CA 90017.
- (6) BRP Liberty Master, LLC is managed by GMT Capital Corp., which in turn is majority owned and controlled by Thomas E. Claugus. The business address of Mr. Claugus is 2300 Windy Ridge Parkway, Suite 550 South, Atlanta, Georgia 30339.
- (7) The general partner of Concentric Equity Partners II, LP is CEP-FIC GP, LP. The principal business address of CEP-FIC GP, LP is 50 E. Washington St. Suite 400, Chicago, Illinois 60602.
- (8) The principal business address of SH Ventures LOS, LLC is 655 Brea Canyon Road, Walnut, California 91787.

## DESCRIPTION OF CAPITAL STOCK

Upon completion of this offering, the authorized capital stock of Liberty Inc. will consist of 400,000,000 shares of Class A common stock, \$0.01 par value per share, of which 45,112,152 shares will be issued and outstanding, 400,000,000 shares of Class B common stock, \$0.01 par value per share, of which 71,066,450 shares will be issued and outstanding and 10,000 shares of preferred stock, \$0.01 par value per share, of which no shares will be issued and outstanding.

The following summary of the capital stock and amended and restated certificate of incorporation and bylaws of Liberty Inc. does not purport to be complete and is qualified in its entirety by reference to the provisions of applicable law and to our amended and restated certificate of incorporation and by-laws, which are filed as exhibits to the registration statement of which this prospectus is a part.

### **Class A Common Stock**

*Voting Rights.* Holders of shares of Class A common stock are entitled to one vote per share held of record on all matters to be voted upon by the shareholders. The holders of Class A common stock do not have cumulative voting rights in the election of directors.

*Dividend Rights.* Holders of shares of our Class A common stock are entitled to ratably receive dividends when and if declared by our board of directors out of funds legally available for that purpose, subject to any statutory or contractual restrictions on the payment of dividends and to any prior rights and preferences that may be applicable to any outstanding preferred stock.

*Liquidation Rights.* Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of Class A common stock are entitled to receive ratably the assets available for distribution to the shareholders after payment of liabilities and the liquidation preference of any of our outstanding shares of preferred stock.

*Other Matters.* The shares of Class A common stock have no preemptive or conversion rights and are not subject to further calls or assessment by us. There are no redemption or sinking fund provisions applicable to the Class A common stock. All outstanding shares of our Class A common stock, including the Class A common stock offered in this offering, are fully paid and non-assessable.

### **Class B Common Stock**

*Generally.* In connection with the reorganization and this offering, the Liberty Unit Holders will receive one share of Class B common stock for each Liberty LLC Unit that they hold. Accordingly, the Liberty Unit Holders will have a number of votes in Liberty Inc. equal to the aggregate number of Liberty LLC Units that they hold.

*Voting Rights.* Holders of shares of our Class B common stock are entitled to one vote per share held of record on all matters to be voted upon by the shareholders. Holders of shares of our Class A common stock and Class B common stock vote together as a single class on all matters presented to our shareholders for their vote or approval, except with respect to the amendment of certain provisions of our amended and restated certificate of incorporation that would alter or change the powers, preferences or special rights of the Class B common stock so as to affect them adversely, which amendments must be by a majority of the votes entitled to be cast by the holders of the shares affected by the amendment, voting as a separate class, or as otherwise required by applicable law.

*Dividend and Liquidation Rights.* Holders of our Class B common stock do not have any right to receive dividends, unless the dividend consists of shares of our Class B common stock or of rights, options, warrants or other securities convertible or exercisable into or exchangeable for shares of Class B common stock paid proportionally with respect to each outstanding share of our Class B common stock and a dividend consisting of

## SHARES ELIGIBLE FOR FUTURE SALE

Prior to this offering, there has been no public market for our Class A common stock. Future sales of our Class A common stock in the public market, or the availability of such shares for sale in the public market, could adversely affect the market price of our Class A common stock prevailing from time to time. As described below, only a limited number of shares will be available for sale shortly after this offering due to contractual and legal restrictions on resale. Nevertheless, sales of a substantial number of shares of our Class A common stock in the public market after such restrictions lapse, or the perception that those sales may occur, could adversely affect the prevailing market price of our Class A common stock at such time and our ability to raise equity-related capital at a time and price we deem appropriate.

### Sales of Restricted Shares

Upon the closing of this offering, we will have outstanding an aggregate of 45,112,152 shares of Class A common stock. Of these shares, all of the 10,714,286 shares of Class A common stock (or 12,321,429 shares of Class A common stock if the underwriters' option to purchase additional shares is exercised) to be sold in this offering will be freely tradable without restriction or further registration under the Securities Act, unless the shares are held by any of our "affiliates" as such term is defined in Rule 144 under the Securities Act. All remaining shares of Class A common stock held by the Liberty Unit Holders and other recipients of Class A common stock in the corporate reorganization in connection with the offering will be deemed "restricted securities" as such term is defined under Rule 144. The restricted securities were issued and sold by us in private transactions and are eligible for public sale only if registered under the Securities Act or if they qualify for an exemption from registration under Rule 144 or Rule 701 under the Securities Act, which rules are summarized below.

Each Liberty Unit Holder will, subject to certain limitations, have the right, pursuant to the Redemption Right, to cause Liberty LLC to acquire all or a portion of its Liberty LLC Units for shares of Class A common stock (on a one-for-one basis, subject to conversion rate adjustments for stock splits, stock dividends and reclassification and similar transactions). See "Certain Relationships and Related Party Transactions—Liberty LLC Agreement." The shares of Class A common stock we issue upon such redemptions would be "restricted securities" as defined in Rule 144 described below. However, upon the closing of this offering, we will enter into a registration rights agreement with the Liberty Unit Holders that will require us to register under the Securities Act these shares of Class A common stock. See "Certain Relationships and Related Party Transactions—Registration Rights Agreement."

As a result of the lock-up agreements described below and the provisions of Rule 144 and Rule 701 under the Securities Act, the shares of our Class A common stock (excluding the shares to be sold in this offering) that will be available for sale in the public market are as follows:

- no shares will be eligible for sale on the date of this prospectus or prior to 180 days after the date of this prospectus; and
- 104,627,926 shares (assuming redemption of all applicable Liberty LLC Units along with a corresponding number of shares of Class B common stock) will be eligible for sale upon the expiration of the lock-up agreements, beginning 180 days after the date of this prospectus when permitted under Rule 144 or Rule 701.

### Lock-up Agreements

We, all of our directors and officers, certain of our principal shareholders and certain of our Legacy Owners have agreed not to sell any Class A common stock for a period of 180 days from the date of this prospectus, subject to certain exceptions and extensions. See "Underwriting (Conflicts of Interest)" for a description of these lock-up provisions.

## **MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS**

The following is a summary of the material U.S. federal income tax considerations related to the purchase, ownership and disposition of our Class A common stock by a non-U.S. holder (as defined below), that holds our Class A common stock as a “capital asset” (generally property held for investment). This summary is based on the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), U.S. Treasury regulations, administrative rulings and judicial decisions, all as in effect on the date hereof, and all of which are subject to change, possibly with retroactive effect. The President has proposed significant changes to U.S. federal tax laws, and Congress is currently considering these and other tax reform proposals. We cannot assure you that a change in law will not significantly alter the tax considerations that we describe in this summary. We have not sought any ruling from the Internal Revenue Service (“IRS”) with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS or a court will agree with such statements and conclusions.

This summary does not address all aspects of U.S. federal income taxation that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, this summary does not address the Medicare tax on certain investment income, U.S. federal estate or gift tax laws, any state, local or non-U.S. tax laws or any tax treaties. This summary also does not address tax considerations applicable to investors that may be subject to special treatment under the U.S. federal income tax laws, such as:

- banks, insurance companies or other financial institutions;
- tax-exempt or governmental organizations;
- qualified foreign pension funds (or any entities all of the interests of which are held by a qualified foreign pension fund);
- dealers in securities or foreign currencies;
- traders in securities that use the mark-to-market method of accounting for U.S. federal income tax purposes;
- persons subject to the alternative minimum tax;
- partnerships or other pass-through entities for U.S. federal income tax purposes or holders of interests therein;
- persons deemed to sell our Class A common stock under the constructive sale provisions of the Code;
- persons that acquired our Class A common stock through the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan;
- certain former citizens or long-term residents of the United States; and
- persons that hold our Class A common stock as part of a straddle, appreciated financial position, synthetic security, hedge, conversion transaction or other integrated investment or risk reduction transaction.

**PROSPECTIVE INVESTORS ARE ENCOURAGED TO CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS (INCLUDING ANY POTENTIAL FUTURE CHANGES THERETO) TO THEIR PARTICULAR SITUATION, AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR CLASS A COMMON STOCK ARISING UNDER THE U.S. FEDERAL ESTATE OR GIFT TAX LAWS OR UNDER THE LAWS OF ANY STATE, LOCAL, NON-U.S. OR OTHER TAXING JURISDICTION OR UNDER ANY APPLICABLE INCOME TAX TREATY.**

### **Non-U.S. Holder Defined**

For purposes of this discussion, a “non-U.S. holder” is a beneficial owner of our Class A common stock that is not for U.S. federal income tax purposes a partnership or any of the following:

- an individual who is a citizen or resident of the United States;

- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust (i) whose administration is subject to the primary supervision of a U.S. court and which has one or more United States persons who have the authority to control all substantial decisions of the trust or (ii) which has made a valid election under applicable U.S. Treasury regulations to be treated as a United States person.

If a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds our Class A common stock, the tax treatment of a partner in the partnership generally will depend upon the status of the partner, upon the activities of the partnership and upon certain determinations made at the partner level. Accordingly, we urge partners in partnerships (including entities or arrangements treated as partnerships for U.S. federal income tax purposes) considering the purchase of our Class A common stock to consult their tax advisors regarding the U.S. federal income tax considerations of the purchase, ownership and disposition of our Class A common stock by such partnership.

### **Distributions**

As described in the section entitled “Dividend Policy,” we do not plan to make any distributions on our Class A common stock for the foreseeable future. However, in the event we do make distributions of cash or other property on our Class A common stock, such distributions will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed our current and accumulated earnings and profits, the distributions will be treated as a non-taxable return of capital to the extent of the non-U.S. holder’s tax basis in our Class A common stock and thereafter as capital gain from the sale or exchange of such Class A common stock. See “—Gain on Disposition of Class A Common Stock.” Subject to the withholding requirements under FATCA (as defined below) and with respect to effectively connected dividends, each of which is discussed below, any distribution made to a non-U.S. holder on our Class A common stock generally will be subject to U.S. withholding tax at a rate of 30% of the gross amount of the distribution unless an applicable income tax treaty provides for a lower rate. To receive the benefit of a reduced treaty rate, a non-U.S. holder must provide the applicable withholding agent with an IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable or successor form) certifying qualification for the reduced rate.

Dividends paid to a non-U.S. holder that are effectively connected with a trade or business conducted by the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, are treated as attributable to a permanent establishment maintained by the non-U.S. holder in the United States) generally will be taxed on a net income basis at the rates and in the manner generally applicable to United States persons (as defined under the Code). Such effectively connected dividends will not be subject to U.S. withholding tax if the non-U.S. holder satisfies certain certification requirements by providing the applicable withholding agent with a properly executed IRS Form W-8ECI certifying eligibility for exemption. If the non-U.S. holder is a corporation for U.S. federal income tax purposes, it may also be subject to a branch profits tax (at a 30% rate or such lower rate as specified by an applicable income tax treaty) on its effectively connected earnings and profits (as adjusted for certain items), which will include effectively connected dividends.

### **Gain on Disposition of Class A Common Stock**

Subject to the discussions below under “—Backup Withholding and Information Reporting” and “—Additional Withholding Requirements under FATCA,” a non-U.S. holder generally will not be subject to U.S. federal income tax or withholding on any gain realized upon the sale or other disposition of our Class A common stock unless:

- the non-U.S. holder is an individual who is present in the United States for a period or periods aggregating 183 days or more during the calendar year in which the sale or disposition occurs and certain other conditions are met;



- the gain is effectively connected with a trade or business conducted by the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment maintained by the non-U.S. holder in the United States); or
- our Class A common stock constitutes a United States real property interest by reason of our status as a United States real property holding corporation (“USRPHC”) for U.S. federal income tax purposes and as a result such gain is treated as effectively connected with a trade or business conducted by the non-U.S. holder in the United States.

A non-U.S. holder described in the first bullet point above will be subject to U.S. federal income tax at a rate of 30% (or such lower rate as specified by an applicable income tax treaty) on the amount of such gain, which generally may be offset by U.S. source capital losses.

A non-U.S. holder whose gain is described in the second bullet point above or, subject to the exceptions described in the next paragraph, the third bullet point above generally will be taxed on a net income basis at the rates and in the manner generally applicable to United States persons (as defined under the Code) unless an applicable income tax treaty provides otherwise. If the non-U.S. holder is a corporation for U.S. federal income tax purposes whose gain is described in the second bullet point above, then such gain would also be included in its effectively connected earnings and profits (as adjusted for certain items), which may be subject to a branch profits tax (at a 30% rate or such lower rate as specified by an applicable income tax treaty).

Generally, a corporation is a USRPHC if the fair market value of its United States real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business. We believe that we currently are not a USRPHC for U.S. federal income tax purposes, and we do not expect to become a USRPHC for the foreseeable future. However, in the event that we become a USRPHC, as long as our Class A common stock is and continues to be “regularly traded on an established securities market” (within the meaning of the U.S. Treasury Regulations), only a non-U.S. holder that actually or constructively owns, or owned at any time during the shorter of the five-year period ending on the date of the disposition or the non-U.S. holder’s holding period for the Class A common stock, more than 5% of our Class A common stock will be treated as disposing of a U.S. real property interest and will be taxable on gain realized on the disposition of our Class A common stock as a result of our status as a USRPHC. If we were to become a USRPHC and our Class A common stock were not considered to be regularly traded on an established securities market, such holder (regardless of the percentage of stock owned) would be treated as disposing of a U.S. real property interest and would be subject to U.S. federal income tax on a taxable disposition of our Class A common stock (as described in the preceding paragraph), and a 15% withholding tax would apply to the gross proceeds from such disposition.

Non-U.S. holders should consult their tax advisors with respect to the application of the foregoing rules to their ownership and disposition of our Class A common stock.

### **Backup Withholding and Information Reporting**

Any dividends paid to a non-U.S. holder must be reported annually to the IRS and to the non-U.S. holder. Copies of these information returns may be made available to the tax authorities in the country in which the non-U.S. holder resides or is established. Payments of dividends to a non-U.S. holder generally will not be subject to backup withholding if the non-U.S. holder establishes an exemption by properly certifying its non-U.S. status on an IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable or successor form).

Payments of the proceeds from a sale or other disposition by a non-U.S. holder of our Class A common stock effected by or through a U.S. office of a broker generally will be subject to information reporting and backup withholding (at the applicable rate) unless the non-U.S. holder establishes an exemption by properly certifying its non-U.S. status on an IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable or successor form) and certain other conditions are met. Information reporting and backup withholding generally

will not apply to any payment of the proceeds from a sale or other disposition of our Class A common stock effected outside the United States by a non-U.S. office of a broker. However, unless such broker has documentary evidence in its records that the non-U.S. holder is not a United States person and certain other conditions are met, or the non-U.S. holder otherwise establishes an exemption, information reporting will apply to a payment of the proceeds of the disposition of our Class A common stock effected outside the United States by such a broker if it has certain relationships within the United States.

Backup withholding is not an additional tax. Rather, the U.S. federal income tax liability (if any) of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained, provided that the required information is timely furnished to the IRS.

#### **Additional Withholding Requirements under FATCA**

Sections 1471 through 1474 of the Code, and the U.S. Treasury regulations and administrative guidance issued thereunder (“FATCA”), impose a 30% withholding tax on any dividends paid on our Class A common stock and on the gross proceeds from a disposition of our Class A common stock (if such disposition occurs after December 31, 2018), in each case if paid to a “foreign financial institution” or a “non-financial foreign entity” (each as defined in the Code) (including, in some cases, when such foreign financial institution or non-financial foreign entity is acting as an intermediary), unless (i) in the case of a foreign financial institution, such institution enters into an agreement with the U.S. government to withhold on certain payments, and to collect and provide to the U.S. tax authorities substantial information regarding U.S. account holders of such institution (which includes certain equity and debt holders of such institution, as well as certain account holders that are non-U.S. entities with U.S. owners); (ii) in the case of a non-financial foreign entity, such entity certifies that it does not have any “substantial United States owners” (as defined in the Code) or provides the applicable withholding agent with a certification identifying the direct and indirect substantial United States owners of the entity (in either case, generally on an IRS Form W-8BEN-E); or (iii) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules and provides appropriate documentation (such as an IRS Form W-8BEN-E). Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing these rules may be subject to different rules. Under certain circumstances, a holder might be eligible for refunds or credits of such taxes. Non-U.S. holders are encouraged to consult their own tax advisors regarding the effects of FATCA on an investment in our Class A common stock.

INVESTORS CONSIDERING THE PURCHASE OF OUR CLASS A COMMON STOCK ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS (INCLUDING ANY POTENTIAL FUTURE CHANGES THERETO) TO THEIR PARTICULAR SITUATIONS AND THE APPLICABILITY AND EFFECT OF U.S. FEDERAL ESTATE AND GIFT TAX LAWS AND ANY STATE, LOCAL OR NON-U.S. TAX LAWS AND TAX TREATIES.

## UNDERWRITING (CONFLICTS OF INTEREST)

Under the terms and subject to the conditions contained in an underwriting agreement dated the date of this prospectus, the underwriters named below, for whom Morgan Stanley & Co. LLC, Goldman Sachs & Co. LLC and Wells Fargo Securities, LLC are acting as representatives, have severally agreed to purchase, and we have agreed to sell to them, severally, the number of shares of Class A common stock indicated below:

<u>Name</u>	<u>Number of Shares</u>
Morgan Stanley & Co. LLC .....	
Goldman Sachs & Co. LLC .....	
Wells Fargo Securities, LLC .....	
Citigroup Global Markets Inc. ....	
J.P. Morgan Securities LLC .....	
Evercore Group L.L.C. ....	
Piper Jaffray & Co. ....	
Tudor, Pickering, Holt & Co. Securities, Inc. ....	
Houlihan Lokey Capital, Inc. ....	
Intrepid Partners, LLC .....	
Petrie Partners Securities, LLC .....	
SunTrust Robinson Humphrey, Inc. ....	
Total .....	<u>10,714,286</u>

The underwriters and the representatives are collectively referred to as the “underwriters” and the “representatives,” respectively. The underwriters are offering the shares subject to their acceptance of the shares from us and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the shares offered by this prospectus are subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are obligated to take and pay for all of the shares offered by this prospectus if any such shares are taken. However, the underwriters are not required to take or pay for the shares covered by the underwriters’ option to purchase additional shares described below. The offering of the shares by the underwriters is subject to receipt and acceptance and subject to the underwriters’ right to reject any order in whole or in part.

The underwriters initially propose to offer part of the shares directly to the public at the public offering price listed on the cover page of this prospectus and part to certain dealers at the public offering price less a concession not to exceed \$      per share. After the initial offering of the shares, the offering price and other selling terms may from time to time be varied by the representatives.

We have granted the underwriters an option, exercisable for 30 days from the date of this prospectus, to purchase up to 1,607,143 additional shares at the public offering price listed on the cover page of this prospectus, less underwriting discounts and commissions. The underwriters may exercise this option solely for the purpose of covering option to purchase additional shares, if any, made in connection with the offering of the shares offered by this prospectus. To the extent the option is exercised, each underwriter will become obligated, subject to certain conditions, to purchase about the same percentage of the additional shares as the number listed next to the underwriter’s name in the preceding table bears to the total number of shares listed next to the names of all underwriters in the preceding table.

The following table shows the underwriting discounts and commissions, and proceeds, before expenses, to us. These amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase up to an additional 1,607,143 shares.

		Total	
	Per Share	No Exercise	Full Exercise
Public offering price .....			
Underwriting discounts and commissions to be paid by us .....			
Proceeds, before expenses, to us .....			

We will pay all expenses related to this offering. The estimated offering expenses payable by us, exclusive of the underwriting discounts and commissions, will be approximately \$9.0 million. We have agreed to reimburse the underwriters for expenses relating to the clearance of this offering with the Financial Industry Regulatory Authority, Inc. (including expenses of \_\_\_\_\_ in its capacity as the "qualified independent underwriter") up to \$25,000. The underwriters have agreed to reimburse us for certain expenses incurred by us in connection with this offering upon the closing of this offering.

We have been authorized to list our shares on the NYSE under the symbol "BDFC."

We and all of our directors and executive officers have agreed that, without the prior written consent of Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC, on behalf of the underwriters, and subject to specified exceptions, we and they will not, during the period ending 180 days after the date of this prospectus, or the restricted period:

- offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares or any securities convertible into or exercisable or exchangeable for shares; or
- enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the shares;

whether any such transaction described above or in the immediately following sentence is to be settled by delivery of shares or such other securities, in cash or otherwise. In addition, we agree that we will not, during the restricted period, file any registration statement with the SEC relating to the offering of any shares or any securities convertible into or exercisable or exchangeable for shares, and we and each such person agree that, without the prior written consent of Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC, on behalf of the underwriters, we or such other person will not, during the restricted period, make any demand for, or exercise any right with respect to, the registration of any shares or any security convertible into or exercisable or exchangeable for shares.

The lock-up restrictions described in the foregoing do not apply to our directors and executive officers with respect to:

- transactions relating to shares of Class A common stock or securities convertible into or exercisable or exchangeable for Class A common stock being sold, cancelled or transferred pursuant to the transactions contemplated by the underwriting agreement (including the transactions occurring pursuant to or as contemplated in the Master Reorganization Agreement (as defined in the underwriting agreement)) in connection with this offering;
- transactions relating to shares of Class A common stock or other securities acquired in open market transactions after the completion of this offering;
- the establishment of a trading plan pursuant to Rule 10b5-1 under the Exchange Act for the transfer of shares of Class A common stock, provided that (i) such plan does not provide for the transfer of Class

period and (ii) to the extent a public announcement or filing under the Exchange Act, if any, is required or voluntarily made regarding the establishment of such plan, such announcement or filing will include a statement to the effect that no transfer of shares may be made under such plan during the restricted period.

Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC, in their sole discretion, may release the shares and other securities subject to the lock-up agreements described above in whole or in part at any time with or without notice. In the event that Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC release any Class A common stock and other securities subject to the lock-up agreements, we have agreed to publicly announce the impending release or waiver at least two business days before the effective date of the release or waiver.

In order to facilitate the offering of the shares, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the shares. Specifically, the underwriters may sell more shares than they are obligated to purchase under the underwriting agreement, creating a short position. A short sale is covered if the short position is no greater than the number of shares available for purchase by the underwriters under the option to purchase additional shares. The underwriters can close out a covered short sale by exercising the option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, the underwriters will consider, among other things, the open market price of shares compared to the price available under the option to purchase additional shares. The underwriters may also sell shares in excess of the option to purchase additional shares, creating a naked short position. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in this offering. As an additional means of facilitating this offering, the underwriters may bid for, and purchase, shares in the open market to stabilize the price of the shares. The underwriters may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions. These activities may raise or maintain the market price of the shares above independent market levels or prevent or retard a decline in the market price of the shares. The underwriters are not required to engage in these activities and may end any of these activities at any time.

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act.

A prospectus in electronic format may be made available on websites maintained by one or more underwriters, or selling group members, if any, participating in this offering. The representatives may agree to allocate a number of shares to underwriters for sale to their online brokerage account holders. Internet distributions will be allocated by the representatives to the underwriters that may make Internet distributions on the same basis as other allocations.

### **Conflicts of Interest**

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, investment banking, commercial banking and other services for us and our affiliates, for which they received or will receive customary fees and expenses.

Furthermore, certain of the underwriters and their respective affiliates may, from time to time, enter into arms-length transactions with us in the ordinary course of their business. In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments

and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities or instruments of the company. The underwriters and their respective affiliates may also make investment recommendations or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long or short positions in such securities and instruments.

Affiliates of each of Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Wells Fargo Securities LLC and Citigroup Global Markets Inc., underwriters in this offering, are lenders under the ABL Credit Facility that will be repaid with net proceeds of this offering. See “Use of Proceeds.” As a result of the repayment of a portion of the ABL Credit Facility, affiliates of Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Wells Fargo Securities LLC and Citigroup Global Markets Inc. each may receive 5% or more of the net proceeds of this offering. As a result of this repayment, a “conflict of interest” may be deemed to exist under FINRA Rule 5121(f)(5)(C)(i), and this offering will be made in compliance with the applicable provisions of FINRA Rule 5121, which requires a “qualified independent underwriter,” as defined by the FINRA rules, to participate in the preparation of the registration statement and the prospectus and exercise the usual standards of due diligence in respect thereto. \_\_\_\_\_ is serving in that capacity. We have also agreed to indemnify \_\_\_\_\_ against liabilities incurred in connection with acting as a qualified independent underwriter, including liabilities under the Securities Act. To comply with FINRA Rule 5121, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Wells Fargo Securities LLC and Citigroup Global Markets Inc. will not confirm sales to any account over which they exercise discretionary authority without the specific written approval of the transaction of the account holder.

Additionally, the underwriters have informed us that they do not intend sales to discretionary accounts to exceed 5% of the total number of shares offered by them.

## Pricing of the Offering

Prior to this offering, there has been no public market for our shares. The initial public offering price will be determined by negotiations between us and the representatives. Among the factors that will be considered in determining the initial public offering price will be our future prospects and those of our industry in general, our sales, earnings and certain other financial and operating information in recent periods, and the price-earnings ratios, price-sales ratios, market prices of securities and certain financial and operating information of companies engaged in activities similar to ours. The estimated initial public offering price range set forth on the cover page of this prospectus is subject to change as a result of market conditions and other factors.

We cannot assure you that the prices at which the shares will sell in the public market after this offering will not be lower than the initial public offering price or that an active trading market in our shares will develop and continue after this offering.

## Selling Restrictions

### *European Economic Area*

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) an offer to the public of any shares may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;



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**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**

**Condensed Combined Balance Sheets**

**(Dollars in thousands)**

**(Unaudited)**

	<b>September 30, 2017</b>	<b>December 31, 2016</b>
<b><u>Assets</u></b>		
Current assets:		
Cash and cash equivalents	\$ 21,145	\$ 11,484
Accounts receivable—trade, net of allowance for uncollectible accounts of \$0 and \$497, respectively	196,297	94,749
Accounts receivable—related party	7,822	5,017
Unbilled revenue	63,710	26,307
Unbilled revenue—related party	—	2,487
Inventories	41,840	28,144
Prepays and other current assets	23,162	5,903
Total current assets	<u>353,976</u>	<u>174,091</u>
Property and equipment, net	461,020	277,355
Other assets	6,090	399
Total assets	<u><u>\$821,086</u></u>	<u><u>\$451,845</u></u>
<b><u>Liabilities and Member Equity</u></b>		
Current liabilities:		
Accounts payable	\$ 92,515	\$ 42,862
Accrued liabilities:		
Accrued vendor invoices	61,205	50,796
Operational accruals	23,194	17,392
Accrued salaries and benefits	27,237	3,893
Deferred revenue	10,000	—
Accrued interest and other	6,336	3,550
Accrued liabilities—related party	1,750	456
Current portion of capital lease obligations	—	119
Current portion of long-term debt, net of discount of \$1,701 and \$273, respectively	49	12,727
Total current liabilities	<u>222,286</u>	<u>131,795</u>
Long-term debt, net of discount of \$6,668 and \$922, respectively, less current portion	<u>221,141</u>	<u>91,078</u>
Total liabilities	<u>443,427</u>	<u>222,873</u>
Commitments & contingencies (Note 13)		
Redeemable common units	41,764	—
Member equity	335,895	228,972
Total liabilities and member equity	<u><u>\$821,086</u></u>	<u><u>\$451,845</u></u>

**See Notes to Condensed Combined Financial Statements.**

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**

**Condensed Combined Statements of Operations**

**(Dollars in thousands, except share and per share data)**

**(Unaudited)**

	<b>Nine Months Ended September 30,</b>	
	<b>2017</b>	<b>2016</b>
Revenue:		
Revenue .....	\$ 1,020,291	\$206,142
Revenue—related parties .....	20,681	12,960
Total revenue .....	<u>1,040,972</u>	<u>219,102</u>
Operating costs and expenses:		
Cost of services (exclusive of depreciation and amortization shown separately below) .....	807,693	218,156
General and administrative .....	59,351	22,381
Depreciation and amortization .....	55,831	30,201
Gain on disposal of assets .....	(12)	(27)
Total operating costs and expenses .....	<u>922,863</u>	<u>270,711</u>
Operating income (loss) .....	118,109	(51,609)
Other expense:		
Interest expense .....	(6,528)	(4,532)
Interest expense—related party .....	(761)	—
Total interest expense .....	<u>(7,289)</u>	<u>(4,532)</u>
Net income (loss) .....	<u>\$ 110,820</u>	<u>\$ (56,141)</u>
Supplemental pro forma income tax expense (See Note 1) .....	<u>\$ 16,585</u>	
Supplemental pro forma net income .....	<u>\$ 94,235</u>	
Supplemental pro forma earnings per common share (See Note 1):		
Basic .....	\$ 0.60	
Diluted .....	<u>\$ 0.59</u>	
Supplemental pro forma weighted average number of common shares outstanding (See Note 1):		
Basic .....	45,112,152	
Diluted .....	<u>116,178,602</u>	

**See Notes to Condensed Combined Financial Statements.**

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**

**Condensed Combined Statements of Changes in Member Equity**

**(Dollars in thousands)**

**(Unaudited)**

	<b><u>Member Equity</u></b>
Balance—January 1, 2017 .....	\$228,972
Return on redeemable common units .....	(3,897)
Net income .....	110,820
Balance—September 30, 2017 .....	<u>\$335,895</u>
Balance—January 1, 2016 .....	\$134,051
Member contributions .....	115,623
Net loss .....	(56,141)
Balance—September 30, 2016 .....	<u>\$193,533</u>

**See Notes to Condensed Combined Financial Statements.**

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**

**Condensed Combined Statements of Cash Flows**

**(Dollars in thousands)**

**(Unaudited)**

	<b>Nine Months Ended September 30,</b>	
	<b>2017</b>	<b>2016</b>
Cash flows from operating activities:		
Net income (loss) .....	\$ 110,820	\$ (56,141)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization .....	55,831	30,201
Gain on disposal of assets .....	(12)	(27)
Amortization of debt issuance costs .....	1,679	558
Inventory reserve .....	259	—
Changes in operating assets and liabilities:		
Accounts receivable .....	(101,548)	7,653
Accounts receivable—related party .....	(2,721)	2,304
Unbilled revenue .....	(37,403)	(8,864)
Unbilled revenue—related party .....	2,487	2,249
Inventories .....	(13,955)	(11,273)
Prepays and other current assets .....	(15,872)	(194)
Accounts payable and accrued liabilities .....	114,248	15,454
Accounts payable and accrued liabilities—related party .....	1,294	(104)
Net cash provided by (used in) operating activities .....	<u>115,107</u>	<u>(18,184)</u>
Cash flows from investing activities:		
Capital expenditures .....	(252,351)	(38,242)
Acquisition of assets from Sanjel .....	—	(53,866)
Proceeds from disposal of assets .....	1,054	98
Net cash used in investing activities .....	<u>(251,297)</u>	<u>(92,010)</u>
Cash flows from financing activities:		
Proceeds from borrowings on term loan, net of discount .....	171,500	
Repayments of borrowings on term loan .....	(57,000)	(46,000)
Proceeds from borrowings on line-of-credit .....	110,559	74,700
Repayments of borrowings on line-of-credit .....	(104,000)	(26,700)
Proceeds from related party bridge loans .....	60,000	—
Payments on capital lease obligations .....	(119)	(5,172)
Payments of debt issuance costs .....	(8,747)	(413)
Proceeds from issuance of redeemable common units .....	39,794	—
Payments for redemption of redeemable common units .....	(62,739)	—
Member contributions .....	—	115,623
Payment of deferred equity offering costs .....	(3,397)	—
Net cash provided by financing activities .....	<u>145,851</u>	<u>112,038</u>
Net increase in cash and cash equivalents .....	9,661	1,844
Cash and cash equivalents—beginning of period .....	11,484	—
Cash and cash equivalents—end of period .....	<u>\$ 21,145</u>	<u>\$ 1,844</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest .....	<u>\$ 5,132</u>	<u>\$ 3,939</u>
Non-cash investing and financing activities:		
Capital expenditures included in accounts payable and accrued liabilities .....	\$ 17,877	\$ 2,626
Related party bridge notes exchanged for Redeemable Class 2 Common Units .....	<u>\$ 60,679</u>	<u>\$ —</u>

See Notes to Condensed Combined Financial Statements.

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**  
**Notes to Condensed Combined Financial Statements**  
**(Dollars in thousands)**  
**(Unaudited)**

**Note 1—Organization and Basis of Presentation**

Liberty Oilfield Services LLC, Predecessor (the “Company”) includes the assets, liabilities, member equity, and results of operations of Liberty Oilfield Services LLC (“LOS”), which was formed in 2011, LOS Acquisition Co I LLC (“ACQI”), formed in 2016, and the wholly owned subsidiaries of ACQI: Titan Frac Services LLC (“Titan”), acquired in February 2017, and LOS Odessa RE Investments, LLC (“Odessa”) and LOS Cibolo RE Investments, LLC (“Cibolo”), both of which were formed in May 2017. LOS includes all operational activity and certain equipment, while ACQI and Titan own only certain equipment, and Odessa and Cibolo hold only real estate properties. References to and “Predecessor” refer to Liberty Oilfield Services LLC, Predecessor. References to “Liberty” refer to Liberty Oilfield Services Inc. and its subsidiaries. The Company is the predecessor for accounting purposes of Liberty which was formed for the purposes of submitting a registration statement for its initial public offering of common stock (the “Offering”). LOS and ACQI are both wholly-owned subsidiaries of Liberty Oilfield Services Holdings LLC (the “Parent” or “Holdings”), which will be contributed to Liberty in connection with the Offering.

The Company is a multi-basin provider of hydraulic fracturing services to oil and natural gas exploration and production companies in the United States of America. The Company provides customers with hydraulic fracturing services, with a focus on deploying the latest technologies in the technically demanding oil and gas reservoirs in which they operate, principally in North Dakota, Colorado, Wyoming and Texas, governed by its sole member, Holdings.

The accompanying condensed combined financial statements and related notes present the condensed combined financial position, results of operations, cash flows, and member equity of the Predecessor. Comprehensive income is not reported due to the absence of items of other comprehensive income or loss during the periods presented. The condensed combined financial statements include financial data at historical cost as the contribution of assets is considered to be a reorganization of entities under common control. The condensed combined financial statements may not be indicative of the actual level of assets, liabilities and costs that would have been incurred by the Predecessor if it had operated as an independent, publicly-traded company during the periods prior to the Offering or of the costs expected to be incurred in the future. In the opinion of management, the adjustments necessary for a fair presentation of the condensed combined financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been made.

The condensed combined financial statements as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016, included herein, are unaudited. These financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the results of the interim periods. Such adjustments are considered to be of a normal recurring nature. Results of operations for the nine months ended September 30, 2017, are not necessarily indicative of the results of operations that will be realized for the year ending December 31, 2017, or for any other period. These unaudited financial statements should be read in conjunction with the audited combined financial statements and notes for the year ended December 31, 2016, presented elsewhere in this preliminary prospectus. The condensed combined balance sheet as of December 31, 2016, included herein, was derived from the audited combined financial statements as of that date, but does not include all disclosures, including notes required by GAAP.

The Company’s operations are organized into a single business segment, which consists of hydraulic fracturing services.

Supplemental Unaudited Pro Forma Information—The supplemental unaudited pro forma information gives effect to (i) an adjustment to include a provision for income taxes as if the Company was a taxable corporation as



**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**  
**Notes to Condensed Combined Financial Statements**  
**(Dollars in thousands)**  
**(Unaudited)**

of January 1, 2016, computing pro forma entity level income tax expense using the estimated effective rate in effect, inclusive of all applicable U.S. federal, state and local income taxes; and (ii) basic and diluted pro forma earnings per common share for Liberty for the nine months ended September 30, 2017.

**Note 2—Significant Accounting Policies**

**Use of Estimates**

The preparation of condensed combined financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed combined financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The condensed combined financial statements include some amounts that are based on management's best estimates and judgments. The most significant estimates relate to the collectability of accounts receivable and estimates of allowance for doubtful accounts, the useful lives and salvage values of long-lived assets, future cash flows associated with long-lived assets, inventory reserves, and equity unit valuation. These estimates may be adjusted as more current information becomes available.

**Cash and Cash Equivalents**

The Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. The Company continually monitors its positions with, and the credit quality of, the financial institutions with which it has banking relationships. As of the balance sheet date, and periodically throughout the year, the Company has maintained balances in various operating accounts in excess of federally insured limits.

**Accounts Receivable**

The Company analyzes the need for an allowance for doubtful accounts for estimated losses related to potentially uncollectible accounts receivable on a case-by-case basis throughout the year. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and the customers' financial condition, the amount of receivables, the current receivables aging and current payment patterns. The Company reserves amounts based on specific identification. Account balances are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change and that losses ultimately incurred could differ materially from the amounts estimated in determining the allowance.

**Inventories**

Inventories consist of raw materials used in the hydraulic fracturing process, such as chemicals, proppants, and field service equipment maintenance parts and is stated at the lower of cost, determined using the weighted average cost method, or net realizable value. Inventories are charged to cost of services as used when providing hydraulic fracturing services. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation.

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**  
**Notes to Condensed Combined Financial Statements**  
**(Dollars in thousands)**  
**(Unaudited)**

**Property and Equipment**

Property and equipment are stated at cost. Depreciation and amortization is provided on property and equipment, excluding land, utilizing the straight-line method over the estimated useful lives, ranging from two to 30 years. The Company estimates salvage values that it does not depreciate.

Construction in-progress, a component of property and equipment, represents long-lived assets being developed by the Company. These assets are not subject to depreciation until they are completed and ready for their intended use, at which point the Company reclassifies them to field services equipment or vehicles, as appropriate.

The Company assesses its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is assessed using undiscounted future net cash flows of assets grouped at the lowest level for which there are identifiable cash flows independent of the cash flows of other groups of assets. The Company determined the lowest level of identifiable cash flows to be at the asset group, which is the aggregate of the Company's hydraulic fracturing fleets that are in service. A long-lived asset is not recoverable if its carrying amount exceeds the sum of estimated undiscounted cash flows expected to result from the use and eventual disposition. When alternative courses of action to recover the carrying amount of the asset group are under consideration, estimates of future undiscounted cash flows take into account possible outcomes and probabilities of their occurrence. If the carrying amount of the asset is not recoverable, an impairment loss is recognized in an amount by which its carrying amount exceeds its estimated fair value, such that its carrying amount is adjusted to its estimated fair value, with an offsetting charge to impairment expense.

The Company measures the fair value of its property and equipment using the discounted cash flow method. The expected future cash flows used for impairment reviews and related fair value calculations are based on judgmental assessments of projected revenue growth, fleet count, utilization, gross margin rates, selling, general and administrative rates, working capital fluctuations, capital expenditures, discount rates and terminal growth rates.

During 2017 and 2016, the Company did not test its long-lived assets for recoverability as there were no triggering events. No impairment was recognized during the nine months ended September 30, 2017 and 2016.

**Major Maintenance Activities**

The Company incurs maintenance costs on its major equipment. The determination of whether an expenditure should be capitalized or expensed requires management judgment in the application of how the costs incurred benefit future periods, relative to the Company's capitalization policy. Costs that either establish or increase the efficiency, productivity, functionality or life of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

**Deferred Financing Costs**

Costs associated with obtaining debt financing are deferred and amortized to interest expense using the effective interest method. In accordance with ASU No. 2015-03 and 2015-15, for all periods the Company has reflected deferred financing costs related to debt as a direct deduction from the carrying amount, unless such costs are associated with line-of-credit arrangements, whereby such costs are presented as other assets.

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**  
**Notes to Condensed Combined Financial Statements**  
**(Dollars in thousands)**  
**(Unaudited)**

**Income Taxes**

For U.S. federal income tax purposes, the Company is treated as a partnership. As such, any liability for federal income taxes is the responsibility of the members of the Parent. No provision for U.S. federal income taxes has been provided in the condensed combined financial statements of the Company.

The Company is responsible for certain state income and Texas franchise taxes. These amounts are de minimis and are reflected as general and administrative expense in the condensed combined financial statements of the Company.

Deferred income taxes are computed using the asset and liability method and are provided on all temporary differences between the financial reporting basis and the tax basis of the Company assets and liabilities.

The Company recognizes the financial statement effects of a tax position when it is more-likely-than-not, based on the technical merits, that the position will be sustained upon examination. A tax position that meets the more-likely-than-not recognition threshold is measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with a taxing authority. Previously recognized tax positions are reversed in the first period in which it is no longer more-likely-than-not that the tax position would be sustained upon examination. Income tax related interest and penalties, if applicable, are recorded as a component of the provision for income tax expense. However, there were no material amounts recognized relating to interest and penalties in the condensed combined statements of operations for the nine months ended September 30, 2017 and 2016. The Company had no uncertain income tax positions as of September 30, 2017 and December 31, 2016.

**Revenue Recognition**

Revenue from hydraulic fracturing services is earned and recognized as services are rendered, which is generally on a per stage basis. Revenue is recognized when persuasive evidence of an arrangement exists, the service is complete, the amount is fixed and determinable and collectability is reasonably assured. The Company's contractual agreements with its customers provide fixed and determinable rates for individual fracturing stages and volumes of materials utilized per stage. Revenue is earned and recognized upon completion of each stage based on the contractual rates and actual volumes of materials utilized. Field tickets are prepared indicating charges for the service performed, the chemicals and proppant consumed during the course of the service and any other charges such as for the mobilization of equipment to the location. A customer approved field ticket is used to create an invoice, which is sent to the customer upon completion of the job. Revenue recognized in excess of amounts billed is included in the accompanying condensed combined balance sheets as unbilled revenue.

**Deferred Revenue**

From time to time, the Company may require partial payment in advance from new customers to secure credit or from existing customers in order to secure additional hydraulic fracturing services. Initially, such payments are recorded in the accompanying condensed combined financial statements as deferred revenue, and upon performance of the agreed services, the Company recognizes revenue consistent with its revenue recognition policy described above. As of September 30, 2017, the Company had \$10,000 recorded as deferred revenue related to a commitment to an existing customer to commence additional services with a new fleet by the end of 2017. Per the terms of the agreement with the customer, if the Company is unable to commence such services with the new fleet, the Company will repay the advance payment in full.

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**  
**Notes to Condensed Combined Financial Statements**  
**(Dollars in thousands)**  
**(Unaudited)**

**Fleet Start-up Costs**

The Company incurs start-up costs to commission a new fleet or district. These costs include hiring and training of personnel, and acquisition of consumable parts and tools. Start-up costs are expensed as incurred, and are reflected in general and administrative expense in the condensed combined statement of operations. Start-up costs for the nine months ended September 30, 2017 and 2016, were \$10,784 and \$1,660, respectively. Start-up costs incurred during the nine months ended September 30, 2017 related to the establishment of seven new fleets. The terms and conditions of the Credit Facilities between the Company and its lenders, specific to certain financial covenants, provides for the add-back of costs or expenses incurred in connection with the acquisition, deployment and opening of any new hydraulic fracturing fleet or district. (See Note 6).

**Note 3—Inventories**

Inventories consist of the following:

	<u>September 30,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
Maintenance parts .....	\$11,742	\$10,125
Proppants .....	20,535	11,654
Chemicals .....	9,563	6,365
	<u>\$41,840</u>	<u>\$28,144</u>

As of September 30, 2017 and December 31, 2016, the lower of cost or net realizable value analysis resulted in the Company recording a write-down to inventory carrying values of \$259 and \$0, respectively.

**Note 4—Asset Acquisition**

**Titan Frac Services LLC**

On February 22, 2017, the Company acquired all the membership interests of Titan Frac Services LLC (“Titan”), a wholly-owned subsidiary of TPIH Group Inc., for \$65,000 in cash, subject to normal closing adjustments. The net assets of Titan include certain long-lived field service assets related to hydraulic fracturing. The Company accounted for the asset acquisition under the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 805, “Business Combinations”. The majority of the assets are ready for their intended use, subject to modifications necessary to achieve equipment requirements specific to the Company, and was reflected in construction in-progress until placed into service.

**LOS Odessa RE Investments, LLC and LOS Cibolo RE Investments, LLC**

During May 2017, the Company formed LOS Odessa RE Investments, LLC and LOS Cibolo RE Investments, LLC to facilitate the May 30, 2017 acquisition of certain real estate comprised of land and warehouse facilities located in Odessa and Cibolo, Texas from an unrelated third-party seller for \$18,500 in cash, subject to normal closing adjustments. The Company accounted for the asset acquisition under the FASB ASC Topic 805, “Business Combinations”. The assets are ready for their intended use and, of the purchase price, \$11,000 and \$7,500 were allocated to Odessa and Cibolo facilities, respectively, and \$4,045 and \$14,455 were allocated to land and buildings and facilities, respectively.

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(Dollars in thousands)  
(Unaudited)

**Note 5—Property and Equipment**

Property and equipment consist of the following:

	Estimated useful lives (in years)	September 30, 2017	December 31, 2016
Land .....	N/A	\$ 4,495	\$ 450
Field services equipment .....	2—7	512,416	269,346
Vehicles .....	4—7	58,625	47,492
Buildings and facilities .....	5—30	24,647	8,010
Office equipment, furniture, and software .....	2—7	5,532	4,639
		605,715	329,937
Less accumulated depreciation and amortization .....		(173,231)	(117,779)
		432,484	212,158
Construction in-progress .....	N/A	28,536	65,197
		<u>\$ 461,020</u>	<u>\$ 277,355</u>

**Note 6—Debt**

The following is a summary of debt:

	September 30, 2017	December 31, 2016
Term Loan Outstanding .....	\$175,000	\$ 57,000
Revolving Line of Credit .....	\$ 54,559	\$ 48,000
Deferred financing costs and original issue discount .....	(8,369)	(1,195)
Total debt, net of deferred financing costs .....	<u>\$221,190</u>	<u>\$103,805</u>
Current portion of long-term debt, net of discount .....	\$ 49	\$ 12,727
Long-term debt, net of discount and current portion .....	<u>221,141</u>	<u>91,078</u>
	<u>\$221,190</u>	<u>\$103,805</u>

On September 19, 2017, the Company entered into two new credit agreements for a revolving line of credit up to \$250,000 (the “ABL Facility”) and a \$175,000 term loan (the “Term Loan Facility”, and together with the ABL Facility the “New Credit Facilities”). The initial proceeds from the New Credit Facilities were used to repay outstanding principal and terminate the prior credit facility (the “Prior Credit Facility”), pay debt issuance costs, and redeem all of the Redeemable Class 2 Common Units (see Note 8). In connection with the termination of the Prior Credit Facility, the Company wrote off \$1,209 of deferred financing costs in the period ended September 30, 2017. Following is a description of the Prior Credit Facility, the ABL Facility and the Term Loan Facility.

***Prior Credit Facility***

At December 31, 2015, LOS had a \$180,000 senior secured facility that provided for a \$60,000 revolving line-of-credit (“Prior Revolver”), an \$80,000 term loan (“Term Loan Tranche A”), and a \$40,000 term loan (“Term Loan Tranche B”). In February 2016, the Prior Credit Facility was amended which reduced the total

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commitments from \$180,000 to \$140,000 by eliminating the Term Loan Tranche B. LOS repaid the entire \$37,000 then outstanding under the Term Loan Tranche B with \$17,500 of proceeds from Parent's equity contribution and \$19,500 from advances under the Prior Revolver.

The Company entered into Amendment No. 8 and Joinder Agreement (the "Amendment") to the Prior Credit Facility, as amended, on June 14, 2017. The Amendment increased the revolver commitments by \$50,000 to \$110,000, and added ACQI as a borrower.

*ABL Facility*

Under the terms of the ABL Facility, up to \$250,000 may be borrowed, subject to certain borrowing base limitations based on a percentage of eligible accounts receivable and inventory. As of September 30, 2017 the borrowing base was calculated to be \$164,578, and the Company had \$54,559 drawn, and an outstanding letter of credit for \$161, with \$109,858 of remaining availability. Borrowings under the ABL Facility bear interest at LIBOR or a base rate, plus an applicable LIBOR margin of 1.5% to 2.0% or base rate margin of 0.5% to 1.0%, as defined in the ABL Facility credit agreement. The weighted average interest rate on borrowings was 3.24% as of September 30, 2017. The unused commitment is subject to an unused commitment fee of 0.375%-0.50%. Interest and fees are payable in arrears at the end of each month, or, in the case of LIBOR loans, at the end of each interest period. The ABL Facility matures on the earlier of September 19, 2022, or 90 days prior to the final maturity of the Term Loan Facility. Borrowings under the ABL Facility are collateralized by accounts receivable and inventory, and further secured by Liberty Holdings, as parent guarantor.

*Term Loan Facility*

The Term Loan Facility provides for a \$175,000 term loan, of which \$175,000 remained outstanding as of September 30, 2017. Amounts outstanding bear interest at LIBOR or a base rate, plus an applicable margin of 7.625% or 6.625%, respectively, and the weighted average rate on borrowings was 8.86% as of September 30, 2017. The Company is required to make quarterly principal payments of 1% per annum of the outstanding principal balance, commencing on December 31, 2017, with final payment due at maturity on September 19, 2022. The Term Loan Facility is collateralized by the fixed assets of LOS and ACQI and its subsidiaries, and is further secured by Liberty Holdings, as parent guarantor.

The New Credit Facilities include certain non-financial covenants, including but not limited to restrictions on incurring additional debt and certain distributions. Moreover, the ability of the Company to incur additional debt and to make distributions is dependent on maintaining a maximum leverage ratio. The Term Loan Facility requires mandatory prepayments upon certain dispositions of property or issuance of other indebtedness, as defined, and annually a percentage of excess cash flow (25% to 50%, depending on leverage ratio, of consolidated net income less capital expenditures and other permitted payments, commencing with the year ending December 31, 2018). Certain mandatory prepayments and optional prepayments are subject to a prepayment premium of 3% of the prepaid principal declining annually to 1% during the first three years of the term of the Term Loan Facility.

The New Credit Facilities are not subject to financial covenants unless liquidity, as defined, drops below a specified level. Under the ABL Facility, the Company is required to maintain a minimum fixed charge coverage ratio, as defined, of 1.0 to 1.0 for each trailing twelve month period if excess availability is less than 10% of the borrowing base or \$12,500, whichever is greater. Under the Term Loan Facility, the Company is required to maintain a minimum fixed charge coverage ratio, as defined, of 1.2 to 1.0 if the Company's liquidity, as defined, is less than \$25,000 for at least five consecutive business days.



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**(Unaudited)**

The Company was in compliance with these covenants as of September 30, 2017.

Maturities of debt are as follows:

<u>Year Ending September 30,</u>	
2018	\$ 1,750
2019	1,733
2020	1,715
2021	1,698
2022	222,663
	<u>\$229,559</u>

**ACQI Bridge Loan**

During the second quarter of 2017, ACQI received \$40,000 of bridge loan financing (the “Initial Bridge Loan”) from, and entered into a pledge and security agreement to provide all assets of ACQI as collateral for the Initial Bridge Loan, with two members of the Parent and two affiliates of another member of the Parent (the “Bridge Loan Lenders”). In May 2017, the Bridge Loan Lenders provided an additional \$20,000 of bridge loan financing (the “Additional Bridge Loan”, and together with the Initial Bridge Loan the “Bridge Loans”) to ACQI. The Bridge Loans were due October 10, 2017, unless earlier terminated in connection with an initial public offering, and provided for interest at 12% per annum.

In June 2017, in connection with the amendment to the Prior Credit Facility, the Bridge Loan and accrued interest payable of \$60,761 were assigned from the Bridge Loan Lenders to Liberty Holdings and ACQI’s obligation under the Bridge Loan was canceled in exchange for 60,761 Redeemable Class 2 Common Units issued to Liberty Holdings, see Note 8. In connection with the entry into the ABL Facility and Term Loan Facility, these Redeemable Class 2 Common Units were redeemed by ACQI on September 19, 2017 for, including accrued return, \$62.7 million.

**Note 7—Capital Leases**

The Company has acquired assets under the provisions of long-term leases. For financial reporting purposes, minimum lease payments relating to the assets have been capitalized. The leases matured during the first quarter of 2017 and were paid in full. Amortization of capitalized leased property is included in depreciation and amortization expense and approximated \$0 and \$2,632 for the nine months ended September 30, 2017 and 2016, respectively.

The assets under capital lease have cost and accumulated amortization as follows:

	<u>September 30,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
Field services equipment	\$—	\$ 5,190
Less accumulated depreciation	—	(2,524)
	<u>\$—</u>	<u>\$ 2,666</u>

During the nine months ended September 30, 2017 and 2016, the Company reflected interest expense of \$0 and \$210, respectively, from capital leases in the condensed combined statements of operations.

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**  
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**Note 8—Redeemable Common Units (units are not in thousands)**

During February 2017, ACQI received \$39,794 in cash from the Parent in exchange for 40 million Redeemable Common Units of ACQI which accrue a return of 8% per annum. On June 12, 2017, Bridge Loans and accrued interest payable of \$60,761 were returned from Holdings to ACQI in exchange for the issuance by ACQI to Holdings of 60,761,000 Redeemable Class 2 Common Units of ACQI which accrue a return of 12% per annum. The Bridge Loans previously issued by ACQI were cancelled upon their contribution by Holdings to ACQI in exchange for the issuance of the Redeemable Class 2 Common Units (see Note 6).

The Redeemable Common Units may be redeemed at the option of the holder on the later of (A) the earlier of the Offering or March 23, 2020 and (B) the second business day after all principal and interest outstanding under the ABL Facility have been paid in full and commitments thereunder are terminated. In accordance with ASC 505, "Equity", due to their conditional redemption feature, the Redeemable Common Units are classified as temporary equity in the accompanying condensed combined balance sheet as of September 30, 2017. The temporary equity classification will continue until the Redeemable Common Units are redeemed or until the redemption period expires.

The Redeemable Class 2 Common Units were redeemed in connection with the payoff of the Prior Credit Facility (see Note 6).

**Note 9—Fair Value Measurements and Financial Instruments**

The fair values of the Company's assets and liabilities represent the amounts that would be received to sell those assets or that would be paid to transfer those liabilities in an orderly transaction at the reporting date. These fair value measurements maximize the use of observable inputs. However, in situations where there is little, if any, market activity for the asset or liability at the measurement date, the fair value measurement reflects the Company's own judgments about the assumptions that market participants would use in pricing the asset or liability. The Company discloses the fair values of its assets and liabilities according to the quality of valuation inputs under the following hierarchy:

- Level 1 Inputs: Quoted prices (unadjusted) in an active market for identical assets or liabilities.
- Level 2 Inputs: Inputs other than quoted prices that are directly or indirectly observable.
- Level 3 Inputs: Unobservable inputs that are significant to the fair value of assets or liabilities.

The classification of an asset or liability is based on the lowest level of input significant to its fair value. Those that are initially classified as Level 3 are subsequently reported as Level 2 when the fair value derived from unobservable inputs is inconsequential to the overall fair value, or if corroborated market data becomes available. Assets and liabilities that are initially reported as Level 2 are subsequently reported as Level 3 if corroborated market data is no longer available. Transfers occur at the end of the reporting period. There were no transfers into or out of Levels 1, 2 and 3 during the nine months ended September 30, 2017 and 2016.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, long-term debt, and capital lease obligations. These financial instruments do not require disclosure by level. The carrying values of all the Company's financial instruments included in the accompanying balance sheets approximated or equaled their fair values at September 30, 2017 and December 31, 2016.

- The carrying values of cash and cash equivalents, accounts receivable and accounts payable (including accrued liabilities) approximated fair value at September 30, 2017 and December 31, 2016, due to their short-term nature.

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- The carrying value of amounts outstanding under long-term debt agreements with variable rates approximated fair value at September 30, 2017 and December 31, 2016, as the effective interest rates approximated market rates.

**Nonfinancial assets**

The Company estimates fair value to perform impairment tests as required on long-lived assets. The inputs used to determine such fair value are primarily based upon internally developed cash flow models and would generally be classified within Level 3 in the event that such assets were required to be measured and recorded at fair value within the condensed combined financial statements. There were no such measurements required as of September 30, 2017 and December 31, 2016.

**Credit Risk**

The Company's financial instruments exposed to concentrations of credit risk consist primarily of cash and cash equivalents, and trade receivables.

The Company's cash balances on deposit with financial institutions total \$21,145 and \$11,484 as of September 30, 2017 and December 31, 2016, respectively, which, as of certain dates, exceeded FDIC insured limits. The Company regularly monitors these institutions' financial condition.

The majority of the Company's customers have payment terms of 60 days or less. As of September 30, 2017 and December 31, 2016, one and two customers accounted for 24% and 51% of total accounts receivable and unbilled revenue, respectively. The Company mitigates the associated credit risk by performing credit evaluations and monitoring the payment patterns of its customers. During the nine months ended September 30, 2017 and 2016, one and two customers accounted for 29% and 35% of total revenue, respectively.

As of September 30, 2017 and December 31, 2016, the Company had an allowance for doubtful accounts of \$0 and \$497. The balance at December 31, 2016 represented one specific entity engaged in the business of oil and gas exploration and production that had filed for bankruptcy primarily as a result of the significant decline in the oil and gas industry. Such balance was written off during the nine months ended September 30, 2017 as no funds were able to be recovered through the bankruptcy proceedings.

	<u>September 30,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
Allowance for doubtful accounts, beginning of period .....	\$ 497	\$ 6,921
Bad debt expense:		
Provision for doubtful accounts .....	—	—
Write off of uncollectible accounts against reserve .....	(497)	(6,424)
Allowance for doubtful accounts, end of period .....	<u>\$ —</u>	<u>\$ 497</u>

**Note 10—Member Equity**

As described in Note 1, the Company is wholly-owned by the Parent. Included in member equity are cash capital contributions from the Parent, since the Company's inception, of \$233,581 through September 30, 2017 and December 31, 2016.

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**Note 11—Unit-Based Compensation**

Class B units of Parent were granted to certain eligible employees of the Company. The Parent's Class B units are non-voting, except with respect to such matters that units are entitled to vote as a matter of law. In such cases, each Class B unit shall entitle the holder to 1/1000th of one vote. Class B units granted to eligible participants may have an assigned benchmark value and vest according to the terms of each award letter. Upon termination for any reason, the Parent has the right, but not the obligation, to repurchase from the recipient those vested Class B units at fair value.

The Company recognizes compensation expense for equity-based Class B units issued to employees based on the grant-date fair value of the awards and each award's requisite service period. During the nine months ended September 30, 2017 and 2016, no compensation expense was recognized, as the Company, with the assistance from a third-party valuation expert, determined that the Class B units issued to employees were deemed to have a de minimis grant-date fair value based on their assigned benchmark values. A summary of Class B unit activity is as follows (not in thousands):

Outstanding, January 1, 2016 .....	686,500
Granted .....	98,350
Forfeited .....	(50,000)
Outstanding, December 31, 2016 .....	734,850
Granted .....	—
Forfeited .....	—
Outstanding, September 30, 2017 .....	<u>734,850</u>

The units issued and outstanding to employees of LOS as of September 30, 2017 and December 31, 2016 are 734,850 and 734,850, respectively, at a weighted average benchmark value of \$9.04 and \$9.04, respectively. The units vested to employees of LOS as of September 30, 2017 and December 31, 2016 are 631,488 and 595,625, respectively, at a weighted average benchmark value of \$2.49 and \$1.97, respectively.

**Note 12—Related Party Transactions**

In September 2011, Liberty Resources LLC, an oil and gas exploration and production company, and its successor entity (collectively, the "Affiliate") and LOS, companies with common ownership and management, entered into a services agreement (the "Services Agreement") whereby the Affiliate is to provide certain administrative support functions to LOS and a master service agreement whereby LOS provides hydraulic fracturing services to the Affiliate at market service rates. The amounts incurred under the Services Agreement by LOS during the nine months ended September 30, 2017 and 2016, were \$0 and \$93, respectively, and there was no outstanding balance for the respective periods. The amounts of the Company's revenue related to hydraulic fracturing services provided to the Affiliate for the nine months ended September 30, 2017 and 2016, were \$20,681 and \$12,880, respectively. As of September 30, 2017 and December 31, 2016, \$7,797 and \$0, respectively, of the Company's accounts receivable, and \$0 and \$2,487, respectively, of the Company's unbilled revenue was with the Affiliate.

The Company has an advisory agreement dated December 30, 2011 in which Riverstone is to provide certain administrative advisory services. The service fees incurred during the nine months ended September 30, 2017 and 2016 were \$1,295 and \$342, respectively, and accrued as of September 30, 2017 and December 31, 2016 were \$1,750 and \$342, respectively.

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**(Unaudited)**

During the second quarter of 2017, bridge financing in the aggregate amount of \$60 million was outstanding from members and affiliates of the parent. The Bridge Loans were returned on June 12, 2017, inclusive of accrued interest, in exchange for Redeemable Class 2 Common Units of ACQI. The Redeemable Class 2 Common Units were redeemed on September 19, 2017, as discussed in Note 6 - Debt, ACQI 2017 Bridge Notes.

The Company provided hydraulic fracturing services under a standard master services agreement at market rates to an oil and gas exploration and production company ("Zavanna LLC") which was an equity holder of an entity that, through October 2016, was a member of Parent. For the nine months ended September 30, 2016, the Company derived revenue of \$80. As of December 31, 2016, \$4,801 of the Company's accounts receivable—related party, were from Zavanna LLC.

During 2016, the Parent entered into a future commitment to invest and become a non-controlling minority member in Proppant Express Investments, LLC ("PropX Investments"), the owner of Proppant Express Solutions, LLC ("PropX"), a provider of proppant logistics equipment. Effective March 31, 2017, the Parent assigned and transferred all of its rights, commitments, and obligations with respect to PropX Investments to third parties. LOS is party to a services agreement (the "PropX Services Agreement") whereby LOS is to provide certain administrative support functions to PropX, and LOS is to purchase and lease proppant logistics equipment from PropX at arm's length market rates. For the three months ended March 31, 2017 the Company purchased proppant logistics equipment of \$2,957 and leased proppant logistics equipment for \$496. Receivables from PropX as of December 31, 2016 were \$216, which is reflected in accounts receivable—related party.

**Note 13—Commitments & Contingencies**

**Operating Leases**

The Company leases office space, facilities, equipment, and vehicles under non-cancelable operating leases. Rent expense for nine months ended September 30, 2017 and 2016, was \$15,340 and \$5,626, respectively.

Future minimum lease payments are as follows:

<u>Year Ending September 30,</u>	
2018 .....	\$20,897
2019 .....	16,278
2020 .....	16,578
2021 .....	5,343
2022 .....	2,892
Thereafter .....	22,786
	<u>\$84,774</u>

**Purchase Commitments (tons, per ton, gallons, per gallon and per rail car prices are not in thousands)**

To secure supply and pricing of proppant, the Company entered into three separate purchase and supply agreements during 2014, which were amended during 2015 and 2016. During the first half of 2017, the Company amended one of the three agreements, and entered into eight more purchase and supply agreements. Certain of the 2017 agreements provide for price adjustments depending on the price of crude oil or rig counts.

As of September 30, 2017 and December 31, 2016, the agreements commit the Company to purchase 11,302,000 and 2,368,000 tons of proppant through December 31, 2021 and December 31, 2020, respectively,

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**(Dollars in thousands)**

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during the remaining terms of the agreements at per ton prices varying from approximately \$28 to \$102, and \$30 to \$102, respectively, depending on the final delivery location and type of proppant. Terms and conditions of one of the agreements commit the Company to pay for a minimum of 100 railcars per month to transport the proppant at \$630 per railcar, or \$63 per month through October 31, 2020, and another commits the Company to pay for a minimum of 100 railcars per month to transport the proppant at \$750 per railcar, or \$75 per month, through May 31, 2018.

Certain agreements contain a clause whereby in the event that the Company fails to purchase minimum monthly volumes, as defined in the agreement, during any particular calendar month, a shortfall fee varying from \$17.50 to \$35.00 will be applied to each shortfall ton. The Company has the ability to mitigate the shortfall penalty in a certain period by purchasing proppant in excess of the requirement in another period. There were no shortfalls as of September 30, 2017 and December 31, 2016.

During the third quarter of 2017, the Company entered into two agreements for the purchase 30,635,000 gallons of chemicals through December 31, 2020 at prices ranging from \$1.08 to \$1.83 per gallon.

Future proppant, chemical and rail car commitments are as follows:

Year ending September 30,

2018	\$223,510
2019	176,609
2020	138,549
2021	22,590
2022	3,599
	<u>\$564,857</u>

**Litigation**

From time to time, the Company is subject to legal and administrative proceedings, settlements, investigations, claims and actions. The Company's assessment of the likely outcome of litigation matters is based on its judgment of a number of factors including experience with similar matters, past history, precedents, relevant financial and other evidence and facts specific to the matter. Notwithstanding the uncertainty as to the final outcome, based upon the information currently available, management does not believe any matters in aggregate will have a material adverse effect on its financial position or results of operations.

**Environmental**

The Company is subject to various federal, state and local environmental laws and regulations that establish standards and requirements for protection of the environment. The Company cannot predict the future impact of such standards and requirements which are subject to change and can have retroactive effectiveness. The Company continues to monitor the status of these laws and regulations. Currently, the Company has not been fined, cited or notified of any environmental violations that would have a material adverse effect upon its financial position, liquidity or capital resources.

However, management does recognize that by the very nature of its business, material costs could be incurred in the near term to maintain compliance. The amount of such future expenditures is not determinable due to several factors, including the unknown magnitude of possible regulation or liabilities, the unknown timing



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and extent of the corrective actions which may be required, the determination of the Company's liability in proportion to other responsible parties and the extent to which such expenditures are recoverable from insurance or indemnification. As of September 30, 2017 and December 31, 2016, there are no environmental liabilities recognized in the condensed combined balance sheets.

**Note 14—Recently Issued Accounting Standards**

In May 2014 the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)," which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. This ASU supersedes the revenue recognition requirements in FASB ASC Topic 605, "Revenue Recognition," and most industry-specific guidance. This ASU sets forth a five-step model for determining when and how revenue is recognized. Under the model, an entity will be required to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. Additional disclosures will be required to describe the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers," which deferred the effective date of ASU 2014-09 for all entities by one year and is effective for fiscal years and interim periods within fiscal years beginning after December 15, 2017. Entities may choose to adopt the standard using either a full retrospective approach or a modified retrospective approach. The Company does not expect net income (loss) or cash flows to be materially impacted. The Company continues to evaluate the expected disclosure requirements, changes to relevant business practices, accounting policies, and control activities that will occur as a result of the adoption of the ASU, and has not yet developed estimates of the quantitative impact to its combined statements of financial position and operations. The Company expects to adopt the guidance using the modified retrospective method on the effective date of January 1, 2018.

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," which requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The ASU is effective for annual periods beginning after December 15, 2017. The Company will implement the provisions of ASU 2016-01 effective January 1, 2018. The Company does not expect the adoption of ASU 2016-01 to have a material impact on the condensed combined financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)," which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a purchase financed by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less may be accounted for similarly to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. The ASU is expected to impact the

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**(Unaudited)**

Company's condensed combined financial statements as the Company has certain operating and real property lease arrangements for which it is the lessee. The standard is effective on January 1, 2019, with early adoption permitted. The Company is currently evaluating the impact the adoption of this standard will have on its condensed combined financial statements.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which is effective for fiscal years and interim periods within fiscal years beginning after December 15, 2019, with a modified-retrospective approach to be used for implementation. ASU 2016-13 changes the impairment model for most financial assets and certain other instruments. Specifically, this new guidance requires using a forward looking, expected loss model for trade and other receivables, held-to-maturity debt securities, loans and other instruments. This will replace the currently used model and may result in an earlier recognition of allowance for losses. The Company is currently evaluating the impact the adoption of this standard will have on its condensed combined financial statements.

In August 2016, the FASB issued ASC 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments," which is effective for fiscal years and interim periods within fiscal years beginning after December 15, 2017, with a full retrospective approach to be used upon implementation and early adoption allowed. ASU 2016-15 provides guidance on eight different issues, intended to reduce diversity in practice on how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The Company is currently evaluating the impact the adoption of this standard will have on its condensed combined financial statements.

In October 2016, the FASB issued ASU 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory," which requires entities to recognize the tax consequences of intercompany asset transfers in the period in which the transfer takes place, with the exception of inventory transfers. The ASU is effective for fiscal years and interim periods within fiscal years beginning after December 15, 2017. Entities must adopt the standard using a modified retrospective approach with a cumulative effect adjustment to accumulated earnings as of the beginning of the period of adoption. The cumulative effect adjustments may include recognition of the income tax consequences of intra-entity transfers of assets other than inventory that occur before the adoption date. Early adoption is permitted but only at the beginning of an annual period for which no financial statements (interim or annual) have already been issued or made available for issuance. The Company is currently evaluating the impact the adoption of this standard will have on its condensed combined financial statements.

**Note 15—Subsequent Events**

The Company has evaluated subsequent events through November , 2017, which is the date the condensed combined financial statements were available for issuance. There were no significant subsequent events requiring disclosure or recognition other than those disclosed in these notes to the condensed combined financial statements.

**LIBERTY OILFIELD SERVICES LLC, PREDECESSOR**

**Combined Statements of Operations  
For the Years Ended December 31, 2016 and 2015**

**(Dollars in thousands)**

	<u>2016</u>	<u>2015</u>	
Revenue:			
Revenue .....	\$ 356,890	\$384,330	
Revenue—related parties .....	17,883	71,074	
Total revenue .....	<u>374,773</u>	<u>455,404</u>	
Operating costs and expenses:			
Cost of services (exclusive of depreciation and amortization shown separately below) .....	354,729	393,340	
General and administrative .....	35,789	28,765	
Depreciation and amortization .....	41,362	36,436	
(Gain) loss on disposal of assets .....	<u>(2,673)</u>	423	
Total operating costs and expenses .....	<u>429,207</u>	<u>458,964</u>	
Operating loss .....	(54,434)	(3,560)	
Other expense:			
Interest expense .....	<u>(6,126)</u>	(5,501)	
Net loss .....	<u>\$ (60,560)</u>	<u>\$ (9,061)</u>	
Supplemental unaudited pro forma income tax benefit (See Note 1) .....	<u>\$ 8,682</u>		
Supplemental unaudited pro forma net loss .....	<u>\$ (51,878)</u>		
Supplemental unaudited pro forma earnings per common share (See Note 1):			
Basic .....	<u>\$ (0.33)</u>		
Diluted .....	<u>\$ (0.33)</u>		
Supplemental unaudited pro forma weighted average number of common shares outstanding (See Note 1):			
Basic .....	45,112,152		
Diluted .....	45,112,152		

See notes to combined financial statements.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors of  
Liberty Oilfield Services Inc.  
Denver, Colorado

We have audited the accompanying balance sheet of Liberty Oilfield Services Inc. (the “Company”) as of  
December 31, 2016. This financial statement is the responsibility of the Company’s management. Our  
responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board  
(United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about  
whether the financial statement is free of material misstatement. The Company is not required to have, nor were  
we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration  
of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the  
circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal  
control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on  
a test basis, evidence supporting the amounts and disclosures in the financial statement, assessing the accounting  
principles used and significant estimates made by management, as well as evaluating the overall financial  
statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such balance sheet presents fairly, in all material respects, the financial position of Liberty  
Oilfield Services Inc. as of December 31, 2016, in conformity with accounting principles generally accepted in  
the United States of America.

/s/ DELOITTE & TOUCHE LLP

Denver, Colorado  
January 9, 2017

**LIBERTY OILFIELD SERVICES INC.**

**Balance Sheets**  
**(Dollars in thousands)**

	<b><u>September 30,</u></b> <b><u>2017</u></b>	<b><u>December 31,</u></b> <b><u>2016</u></b>
	<b><u>(Unaudited)</u></b>	
<b>Assets</b>		
Total assets .....	<u>\$ 0</u>	<u>\$ 0</u>
<b>Liabilities and Stockholder's Equity</b>		
Commitments and contingencies		
Common stock, par value \$0.01 per share, 1,000 shares authorized, issued and outstanding .....	\$ 10	\$ 10
Contribution receivable from parent .....	<u>(10)</u>	<u>(10)</u>
Total liabilities and stockholder's equity .....	<u>\$ 0</u>	<u>\$ 0</u>

See accompanying Notes to Balance Sheets.

**LIBERTY OILFIELD SERVICES INC.**  
**Notes to Balance Sheets**  
**September 30, 2017 (unaudited) and December 31, 2016**

**Note 1—Organization and Operations**

Liberty Oilfield Services Inc. (the “Company”) is a Delaware corporation, incorporated on December 21, 2016. Pursuant to a planned reorganization and initial public offering, the Company will become a holding corporation for Liberty Oilfield Services LLC, Predecessor.

**Note 2—Summary of Significant Accounting Policies**

**Basis of Presentation**

The Company’s balance sheets as of September 30, 2017 (unaudited) and December 31, 2016 have been prepared in accordance with U.S. generally accepted accounting principles. Separate statements of operations, cash flows, and changes in stockholder’s equity and comprehensive income have not been presented because this entity has had no operations to date.

**Underwriting Commissions and Offering Costs**

Underwriting commissions and offering costs to be incurred in connection with the Company’s common share offerings will be reflected as a reduction of additional paid-in capital. Underwriting commissions and offering costs are not recorded in the Company’s balance sheets because such costs are not the Company’s liability until the Company completes a successful initial public offering.

**Organizational Costs**

Organizational costs are not recorded in the Company’s balance sheets because such costs are not the Company’s liability until the Company completes a successful initial public offering. Thereafter, costs incurred to organize the Company will be expensed as incurred.

**Note 3—Stockholder’s Equity**

The Company is authorized to issue 1,000 shares of common stock with a par value \$0.01 per share. Under the Company’s certificate of incorporation in effect as of December 21, 2016, all shares of common stock are identical.

**Note 4—Subsequent Events**

The Company has evaluated subsequent events through November \_\_, 2017 with respect to the September 30, 2017 balance sheet (unaudited) and January 9, 2017 with respect to the December 31, 2016 balance sheet, which are the dates such balance sheets were available to be issued. As of those dates, there were no subsequent events that required disclosure.

**Note 5—Commitments and Contingencies**

As of the date of this financial statement, the Company had no outstanding commitments and contingencies.



10,714,286 Shares



# *Liberty Oilfield Services Inc.*

**CLASS A COMMON STOCK**

**PROSPECTUS**

**Morgan Stanley  
Goldman Sachs & Co. LLC  
Wells Fargo Securities**

**Citigroup  
J.P. Morgan  
Evercore ISI**

**Simmons & Company International Energy Specialists of Piper Jaffray  
Tudor, Pickering, Holt & Co.**

**Houlihan Lokey  
Intrepid Partners  
Petrie Partners Securities  
SunTrust Robinson Humphrey**

*Through and including \_\_\_\_\_, 2017 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as underwriters and with respect to an unsold allotment or subscription.*