

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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

KLX ENERGY SERVICES HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-4904146
(I.R.S. Employer
Identification No.)

1415 Louisiana Street, Suite 2900 Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

KLX ENERGY SERVICES HOLDINGS, INC. EMPLOYEE STOCK PURCHASE PLAN

(Full titles of the plan)

Christopher J. Baker
1415 Louisiana Street, Suite 2900
Houston, Texas 77002
(832) 518-4094

(Name, address and telephone of agent for service)

Copies to:

Valerie Ford Jacob, Esq.
Freshfields Bruckhaus Deringer US LLP
601 Lexington Avenue
New York, New York 10022
(212) 277-4000

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
Non-accelerated filer

Accelerated filer
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 Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common stock, par value \$0.01 per share, to be issued pursuant to the KLX Energy Services Holdings, Inc. Employee Stock Purchase Plan	300,000 (2)	\$9.79	\$2,937,000	\$381.23
Total	300,000	N/A	\$2,937,000	\$381.23

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, par value \$0.01 per share (the "Common Stock") of KLX Energy Services Holdings, Inc. (the "Registrant") which become issuable under the KLX Energy Services Holdings, Inc. Employee Stock Purchase Plan (the "Plan") being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
- Pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of determining the registration fee. Estimated

based on the average of the high and low prices of the Common Stock, reported on the Nasdaq Global Select Market on July 28, 2020.

- (4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$129.80 per \$1,000,000 of the proposed maximum aggregate offering price calculated as described in note 3 above.
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EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 is to register 300,000 additional shares of Common Stock, to be reserved for issuance under the Plan, which are in addition to the 200,000 shares of Common Stock (prior to giving effect to the Registrant's 1-for-5 reverse stock split implemented on July 28, 2020) under the Plan registered on the Registrant's Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission on September 13, 2018, Commission File No. 333-227321 (the "Prior Registration Statement").

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

The increase in the number of Common Shares authorized for issuance under the Plan was approved by the board of directors of the Registrant on June 23, 2020.

PART I **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the "Note" to Part I of Form S-8. The documents containing the information specified in this Part I of Form S-8 will be sent or given to the participants in the Plan covered by this Registration Statement, as specified by the U.S. Securities and Exchange Commission (the "Commission"), pursuant to Rule 428(b)(1) under the Securities Act. Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated as of their respective dates in this Registration Statement by reference:

- [The Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2020, filed with the Commission on March 24, 2020;](#)
- [The Registrant's Annual Report on Form 10-K/A for the year ended January 31, 2020, filed with the Commission on May 29, 2020;](#)
- [The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2020, filed with the Commission on June 5, 2020;](#)
- The Registrant's Current Reports on Form 8-K filed on [April 8, 2020](#), [April 15, 2020](#), [April 22, 2020](#), [May 4, 2020](#), [July 24, 2020](#), [July 27, 2020](#), [July 28, 2020](#) and [July 29, 2020](#); and
- [The description of the Registrant's Common Stock set forth in the section entitled "Description of KLXE Capital Stock" in the Joint Proxy Statement/Prospectus dated June 29, 2020, and any amendment or report filed with the Commission for the purpose of updating the description.](#)

All other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (except for any portions of the Registrant's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission, and other documents or information deemed furnished but not filed under the rules of the Commission), prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

EXHIBITS

Exhibit No.	Description
<u>3.1</u>	<u>Amended and Restated Articles of Incorporation of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-227321) filed with the SEC on September 13, 2018)</u>
<u>3.2</u>	<u>Certificate of Amendment of Amended and Restated Articles of Incorporation of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38609) filed with the SEC on July 28, 2020)</u>
<u>3.3</u>	<u>Amended and Restated Bylaws of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38609) filed with the SEC on May 4, 2020)</u>
<u>4.1</u>	<u>KLX Energy Services Holdings, Inc. Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (File No. 333-227321) filed with the SEC on September 13, 2018)</u>
<u>4.2</u>	<u>Amendment No. 1 to the KLX Energy Services Holdings, Inc. Employee Stock Purchase Plan. (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K (File No. 001-38609) filed with the SEC on July 28, 2020)</u>
<u>5.1</u>	<u>Opinion of Freshfields Bruckhaus Deringer US LLP, counsel to the Registrant, regarding the legality of the securities being offered hereby (including consent).*</u>
<u>23.1</u>	<u>Consent of Deloitte & Touche LLP.*</u>
<u>23.2</u>	<u>Consent of PricewaterhouseCoopers LLP*</u>
<u>23.3</u>	<u>Consent of Freshfields Bruckhaus Deringer US LLP (included in Exhibit 5.1).*</u>
<u>24.1</u>	<u>Power of Attorney (included as part of the signature pages to this Registration Statement).*</u>

* Filed herewith

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 30th day of July, 2020.

KLX ENERGY SERVICES HOLDINGS, INC.

By: /s/ Christopher J. Baker

Name: Christopher J. Baker

Title: President and Chief Executive Officer

The Plan. Pursuant to the requirements of the Securities Act, the administrator of the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 30th day of July, 2020.

KLX ENERGY SERVICES HOLDINGS, INC.

By: /s/ Christopher J. Baker

Name: Christopher J. Baker

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Christopher J. Baker and Max L. Bouthillette as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments to the Registration Statement, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and does hereby grant unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2020:

<u>Name</u>	<u>Title</u>
By: <u>/s/ Christopher J. Baker</u> Christopher J. Baker	President and Chief Executive Officer (Principal Executive Officer)
By: <u>/s/ Keefer M. Lehner</u> Keefer M. Lehner	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
By: <u>/s/ Geoffrey Sanford</u> Geoffrey Sanford	Chief Accounting Officer (Principal Accounting Officer)
By: <u>/s/ John T. Collins</u> John T. Collins	Director
By: <u>/s/ Corbin J. Robertson, Jr.</u> Corbin J. Robertson, Jr.	Director
By: <u>/s/ Dag Skindlo</u> Dag Skindlo	Director
By: <u>/s/ Dalton Boutté, Jr.</u> Dalton Boutté, Jr.	Director
By: <u>/s/ Gunnar Eliassen</u> Gunnar Eliassen	Director
By: <u>/s/ John T. Whates, Esq.</u> John T. Whates, Esq.	Director
By: <u>/s/ Richard G. Hamermesh</u> Richard G. Hamermesh	Director
By: <u>/s/ Stephen M. Ward, Jr.</u> Stephen M. Ward, Jr.	Director
By: <u>/s/ Thomas P. McCaffrey</u> Thomas P. McCaffrey	Director

KLX Energy Services Holdings, Inc.
1415 Louisiana Street, Suite 2900
Houston, Texas 77002

July 30, 2020

Ladies and Gentlemen:

We are acting as counsel to KLX Energy Services Holdings, Inc., a Delaware corporation (the **Company**), in connection with the preparation and filing with the Securities and Exchange Commission (the **Commission**) of a Registration Statement on Form S-8 (as amended from time to time, the **Registration Statement**), under the Securities Act of 1933, as amended (the **Securities Act**), relating to 300,000 shares of common stock (the **Shares**), par value \$0.01 per share, of the Company, issuable pursuant to the KLX Energy Services Holdings, Inc. Employee Stock Purchase Plan, as amended (the **Plan**).

This opinion is confined to the General Corporation Law of the State of Delaware, as currently in effect. Accordingly, we express no opinion herein with regard to any other laws. The opinions expressed herein are limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. We do not undertake to advise you of changes in law or facts that may come to our attention after the date of this letter.

In rendering the opinions expressed below, we have examined the following documents and agreements:

- (a) the Amended and Restated Certificate of Incorporation of the Company;
- (b) the Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company;
- (c) the Amended and Restated Bylaws of the Company;
- (d) the Certificate of Good Standing of the Company, dated as of July 30, 2020, issued by the Secretary of State of the State of Delaware;
- (e) the Registration Statement; and
- (f) the Plan.

In addition, we have examined and have relied as to matters of fact upon such corporate and other records, agreements, documents and other instruments and certificates or comparable documents of public officials and of officers and representatives of the Company and such other persons, and we have made such other investigations, as we have deemed relevant and necessary as a basis for the opinions expressed below.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity with authentic originals of all documents submitted to us as copies. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied, without independent verification, upon oral or written statements and representations of public officials, officers and other representatives of the Company. We have also assumed that the individual grants or awards under the Plan have been duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith).

Based upon the foregoing, and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been authorized by the Company and, when the Shares are issued by the Company in accordance with the terms of the Plan and the applicable award agreements pursuant to which the awards related to the Shares are made, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Freshfields Bruckhaus Deringer US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 24, 2020 relating to the financial statements of KLX Energy Services Holdings, Inc. (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended January 31, 2020.

/s/ Deloitte & Touche LLP

Boca Raton, FL
July 30, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of KLX Energy Services Holdings, Inc. of our report dated March 5, 2020 relating to the financial statements of Quintana Energy Services Inc., which appears in KLX Energy Services Holdings, Inc.'s Current Report on Form 8-K dated July 28, 2020.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
July 30, 2020
