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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 25, 2026

KLX ENERGY SERVICES HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-38609	36-4904146
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3040 Post Oak Boulevard, 15th Floor
Houston, Texas 77056
(Address of Principal Executive Offices)

(832) 844-1015
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 Par Value	KLXE	The Nasdaq Global Select Market
Preferred Stock Purchase Rights	N/A	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (240.12b-2 of this chapter)

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 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On September 25, 2026, KLX Energy Services Holdings, Inc. (the "Company") issued a press release providing a business update and announcing updated financial information for its third quarter ended September 30, 2026. The Company's management plans to announce and discuss the Company's complete third quarter 2026 financial results in November 2026. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information contained in, or incorporated into, this Item 7.01, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference to such filing.

Item 8.01 Other Events.

On September 25, 2026, the Company also issued a press release announcing the preliminary results of its previously announced subscription rights offering, which expired in accordance with its terms at 5:00 p.m., New York City time, on September 23, 2026. The press release is attached hereto as Exhibit 99.2 and is hereby incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated September 25, 2026, relating to the updated financial information.
99.2	Press Release dated September 25, 2026, relating to the expiration of the subscription rights offering.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KLX Energy Services Holdings, Inc.

By:	/s/ Max L. Bouthillette
Name:	Max L. Bouthillette
Title:	Executive Vice President, General Counsel, Chief Compliance Officer and Secretary
Date:	September 25, 2026

Exhibit 99.1

News Release

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KLX Energy Services Holdings, Inc. Updates
2026 Third Quarter Guidance

Tightens its Revenue range versus prior guidance and provides Adjusted EBITDA Margin range of 13% to 14%

HOUSTON, TX – September 25, 2026 – KLX Energy Services Holdings, Inc. (Nasdaq: KLXE) ("KLX", the "Company", "we", "us" or "our") today announced it has updated its 2026 third quarter Revenue range to tighten its previously announced guidance; and provides Adjusted EBITDA Margin range for the third quarter that ends September 30, 2026.

Third Quarter 2026 Guidance Update

- Estimated 3Q26 Revenue range is now $180 million to $185 million, representing a 9% sequential Revenue improvement over the second quarter of 2026
- Estimated 3Q26 Adjusted EBITDA Margin range is 13% to 14%, representing an approximately 200 basis point sequential Adjusted EBITDA Margin improvement over second quarter of 2026

Chris Baker, KLX President and Chief Executive Officer, stated, "Based on our quarter to date internal financials , we are very pleased with our performance thus far in the third quarter. Looking at our current internal forecast, we are narrowing our third quarter revenue guidance to a range of $180 million to $185 million. At the revised midpoint, we expect revenue will increase approximately 9% sequentially over the second quarter of 2026.

"We expect Adjusted EBITDA to improve by approximately 30% at the midpoint of the guidance range and Adjusted EBITDA Margin to improve approximately 200 basis points sequentially.

"We are also benefiting from a full quarter of contribution from the Wolf Pack acquisition, and we remain on track to achieve the $2.5 million annual synergy target announced in August. These updated ranges for the third quarter reinforce our confidence in the earnings trajectory of the business and support the strategic actions we have taken to position KLX for the next phase of growth.

"Lastly, the offering period for the Company's $125 million equity rights offering has ended and we are proud to have achieved the Company's objectives. This is a transformational step in the Company's strategy to delever and positions KLX to execute on organic and inorganic growth. We sincerely thank our stockholders and creditors for their confidence in the Company and we appreciate the broad participation across the investor base including existing and new stockholders, creditors, the board, management and our employees."

About KLX Energy Services Holdings, Inc.

KLX is a growth-oriented provider of diversified oilfield services to leading onshore oil and natural gas exploration and production companies operating in both conventional and unconventional plays in all of the active major basins throughout the United States. The Company delivers mission critical oilfield services focused on drilling, completion, production, and intervention activities for technically demanding wells from over 60 service and support facilities located throughout the United States. KLX's complementary suite of proprietary products and specialized services is supported by technically skilled personnel and a broad portfolio of innovative in-house manufacturing, repair and maintenance capabilities. More information is available at www.klx.com.

Forward-Looking Statements and Cautionary Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements to encourage companies to provide prospective information to investors. This news release includes forward-looking statements that reflect our current expectations and projections about our future results, performance and prospects. Forward-looking statements include all statements that are not historical in nature and are not current facts. When used in this news release (and any oral statements made regarding the subjects of this release, including on the conference call announced herein), the words "believe," "expect," "plan," "intend," "anticipate," "estimate," "predict," "potential," "continue," "may," "might," "should," "could," "will" or the negative of these terms or 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 with respect to, among other things: 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; future capital expenditures; our ability to finance equipment, working capital and capital expenditures; our ability to execute our long-term growth strategy and to integrate our acquisitions; our ability to successfully develop our research and technology capabilities and implement technological developments and enhancements; and the timing and success of strategic initiatives and special projects.

Forward-looking statements are not assurances of future performance and actual results could differ materially from our historical experience and our present expectations or projections. These forward-looking statements are based on management's current expectations and beliefs, forecasts for our existing operations, experience, expectations and perception of historical trends, current conditions, anticipated future developments and their effect on us and other factors believed to be appropriate. Although management believes the expectations and assumptions reflected in these forward-looking statements are reasonable as and when made, no assurance can be given that these assumptions are accurate or that any of these expectations will be achieved (in full or at all). Our forward-looking statements involve significant risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. Known material factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, risks associated with the following: prevailing market conditions, the successfully meeting the closing conditions of the subscription rights offering and related Backstop Exchange, a decline in demand for our services, including due to overcapacity and other competitive factors affecting our industry; the cyclical nature and volatility of the oil and gas industry, which impacts the level of exploration, production and development activity and spending patterns by oil and natural gas exploration and production companies; a decline in, or substantial volatility of, crude oil and gas commodity prices, which generally leads to decreased spending by our customers and negatively impacts drilling, completion and production activity; inflation; changes in interest rates; the ongoing war in Ukraine and its continuing effects on global trade; the ongoing conflict and tensions in the Middle East, including the conflict with Iran; supply chain issues; general economic, financial and political conditions, including market volatility and the impact of the imposition of increased, new and retaliatory tariffs; and other risks and uncertainties listed in our filings with the

U.S. Securities and Exchange Commission, including our Current Reports on Form 8-K that we file from time to time, Quarterly Reports on Form 10-Q and Annual Report on Form 10-K. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except as required by law.

Information Regarding Guidance Updates

The Company intends to provide a detailed operational and financial update during its third quarter 2026 earnings call in November 2026. Closing procedures for the fiscal quarter ended September 30, 2026, are not yet complete. The updated guidance ranges contained in this news release reflect management's estimates based solely upon information available to it as of the date of this news release and is not a comprehensive statement of the Company's financial results for the three months ended September 30, 2026. The guidance presented herein should not be considered a substitute for full unaudited financial statements for the three months ended September 30, 2026, once they become available and should not be regarded as a representation by the Company or its management as to its actual financial results for the three months ended September 30, 2026. The guidance ranges described above constitute forward-looking statements. The guidance ranges presented herein are subject to change, and the Company's actual financial results may differ from such guidance and such differences could be material. Accordingly, you should not place undue reliance upon these guidance.

Non-GAAP Financial Measures

This release includes Adjusted EBITDA and Adjusted EBITDA margin. Each of the metrics are "non-GAAP financial measures" as defined in Regulation G of the Securities Exchange Act of 1934. We have not provided reconciliations of our future expectations as to Adjusted EBITDA or Adjusted EBITDA margin as such reconciliation is not available without unreasonable efforts.

Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies. Adjusted EBITDA is not a measure of net earnings or cash flows as determined by GAAP. We define Adjusted EBITDA as net earnings (loss) before interest, taxes, depreciation and amortization, further adjusted for (i) goodwill and/or long-lived asset impairment charges, (ii) stock-based compensation expense, (iii) restructuring charges, (iv) transaction and integration costs related to acquisitions, (v) costs incurred related to the COVID-19 pandemic and (vi) other expenses or charges to exclude certain items that we believe are not reflective of ongoing performance of our business. Adjusted EBITDA is used to calculate the Company's leverage ratio, consistent with the terms of the Company's ABL Facility.

We believe Adjusted EBITDA is useful because it allows us to more 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 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 measures of other companies.

Exhibit 99.2

NEWS RELEASE

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KLX Energy Services Announces Preliminary Results of Subscription Rights Offering

HOUSTON, TX – September 25, 2026 – KLX Energy Services Holdings, Inc. (NASDAQ: KLXE) ("KLX" or the "Company") announced today the preliminary results of its previously announced subscription rights offering (the "Rights Offering"), which expired at 5:00 p.m., New York City time, on September 23, 2026 (the "Expiration Date"). Subscription rights that were not exercised by the Expiration Date have expired and are no longer exercisable.

According to Computershare Trust Company, N.A. (the "Subscription Agent"), as of the Expiration Date, 6,385,123 basic subscription rights were exercised to purchase an aggregate of 24,806,099 shares of the Company's common stock, par value $0.01 per share (the "Common Stock"), and 168,902 additional shares of Common Stock were subscribed for pursuant to the over-subscription privilege.

In the aggregate, the Company is expected to issue 24,975,001 shares of Common Stock pursuant to the Rights Offering at the subscription price of $1.49 per whole share (the "Subscription Price") for gross proceeds of $37.2 million to the Company. Of the $37.2 million gross cash proceeds from the Rights Offering, the Company expects to use $31.0 million for general corporate purposes, including to pay fees and expenses in connection with the Rights Offering, and $6.2 million to redeem the 2030 Notes (as defined below) at par, plus accrued and unpaid interest.

After giving effect to the Rights Offering and the Backstop Exchange (as defined below), the Company expects to have approximately 105.7 million shares of Common Stock issued and outstanding. Upon completion of the Backstop Exchange, the outstanding principal amount of the 2030 Notes will be reduced by $94.0 million as a result of the combination of par redemptions from excess proceeds in the Rights Offering and the exchange of 2030 Notes for Common Stock in the Backstop Exchange.

The Company expects the Subscription Agent to distribute the shares of Common Stock and the proceeds from the Rights Offering on or about September 29, 2026, subject to customary closing conditions.

The Rights Offering was backstopped by the existing holders (the "Backstop Parties") of the Company's Senior Secured Floating Rate Cash / PIK Notes due 2030 (the "2030 Notes") in an aggregate backstop commitment amount of $94.0 million pursuant to a Rights Offering Backstop Agreement (the "Backstop Agreement"), which was reduced to $87.8 million as a result of $6.2 million of 2030 Notes redeemed with Rights Offering proceeds, with each individual Backstop Party subject to an aggregate 30% ownership limitation on a pro forma fully diluted basis. The Backstop Parties committed to purchase their respective backstop commitment amounts through an exchange of their 2030 Notes (at 100% of the principal amount thereof plus accrued and unpaid interest) for shares of Common Stock at the Subscription Price (the "Backstop Exchange"). An aggregate of approximately 59.3 million shares of Common Stock will be issued to the Backstop Parties in the Backstop Exchange. Upon completion of the Backstop Exchange, the Company will enter into an amended and restated indenture governing the 2030 Notes.

The Rights Offering was made pursuant to the Company's existing effective shelf registration statement on Form S-3 (Reg. No. 333-295905) on file with the Securities and Exchange Commission (the "SEC") and the prospectus supplement (and the accompanying base prospectus) filed with the SEC on August 24, 2026 (collectively, the "Prospectus"). Additional information regarding the Rights Offering is set forth in the Prospectus.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the subscription rights, Common Stock or any other securities, nor will there be any sale of the subscription rights, Common Stock or any other securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About KLX Energy Services Holdings, Inc.

KLX is a growth-oriented provider of diversified oilfield services to leading onshore oil and natural gas exploration and production companies operating in both conventional and unconventional plays in all of the active major basins throughout the United States. The Company delivers mission critical oilfield services focused on drilling, completion, production, and intervention activities for technically demanding wells from over 60 service and support facilities located throughout the United States. KLX's complementary suite of proprietary products and specialized services is supported by technically skilled personnel and a broad portfolio of innovative in-house manufacturing, repair and maintenance capabilities. More information is available at www.klx.com.

Cautionary Statement Regarding Forward-Looking Statements

This release and the documents to which the Company refers you to in this release, as well as oral statements made or to be made by the Company, include certain "forward-looking statements" within the meaning of, and subject to the safe harbor created by, the Private Securities Litigation Reform Act of 1995 and other federal securities laws, which are referred to as the safe harbor provisions, with respect to the transactions described herein, the businesses, strategies and plans of the Company and its expectations relating to its future financial condition and performance. Statements included in this release that are not historical facts are forward-looking statements, including, without limitation, statements about the Company's beliefs and expectations regarding the Rights Offering, including the use of proceeds therefrom. Words such as "believe," "expect," "plan," "intend," "anticipate," "estimate," "predict," "forecast," "potential," "project," "continue," "may," "might," "should," "could," "would," "will" or the negative thereof and similar expressions are intended to identify such forward-looking statements that are intended to be covered by the safe harbor provisions.

Any forward-looking statements in this release and the information incorporated by reference in this release reflect our current views with respect to future events or to our future financial performance and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by these forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, among other things, prevailing market conditions and successfully meeting the closing conditions of the Rights Offering and the Backstop Exchange, as well as, without limitation, those risks described under the heading "Risk Factors" in our most recent Annual Report on Form 10-K filed with the SEC, as supplemented by our Quarterly Reports on Form 10-Q or our Current Reports on Form 8-K, and discussed elsewhere in this release, and the information incorporated by reference in this release. Given these uncertainties, you should not place undue reliance on these forward-looking statements.

All subsequent written or oral forward-looking statements attributable to the Company or any person acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. The Company is not under any obligation, and the Company expressly disclaims any obligation, to update, alter, or otherwise revise any forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise, except as may be required by law.

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