

NATURAL GAS SERVICES GROUP INC

Form S-1MEF

March 02, 2006

As filed with the Securities and Exchange Commission on March 2, 2006  
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
NATURAL GAS SERVICES GROUP, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Colorado (State or Other Jurisdiction of Incorporation or Organization)	3533 (Primary Standard Industrial Classification Code Number)	75-2811855 (I.R.S. Employer Identification Number)
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2911 South County Road 1260  
Midland, Texas 79706  
(432) 563-3974  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal  
Executive Offices)

Stephen C. Taylor  
2911 South County Road 1260  
Midland, Texas 79706  
(432) 563-3974  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)  
*Copy of all communications to:*

Thomas W. Ortloff  
Lynch, Chappell & Alsup, P.C.  
300 N. Marienfeld, Suite 700  
Midland, Texas 79701  
(432) 683-3351

Charles H. Still, Jr.  
Bracewell & Giuliani LLP  
711 Louisiana Street, Suite 2300  
Houston, Texas 77002  
(713) 223-2300

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

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

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.  333-130879

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

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

**Calculation of Registration Fee**

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

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**EXPLANATORY NOTE**

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

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**SIGNATURES**

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

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

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

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

Signature	Title	Date
/s/ Stephen C. Taylor _____ Stephen C. Taylor	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 2, 2006
/s/ Charles G. Curtis* _____ Charles G. Curtis	Director	March 2, 2006
/s/ Paul D. Hensley* _____ Paul D. Hensley	Director	March 2, 2006
/s/ William F. Hughes, Jr.* _____ William F. Hughes, Jr.	Director	March 2, 2006
/s/ Gene A. Strasheim* _____ Gene A. Strasheim	Director	March 2, 2006
/s/ Richard L. Yadon* _____ Richard L. Yadon	Director	March 2, 2006
/s/ Earl R. Wait* _____ Earl R. Wait	Vice President Accounting and Treasurer (Principal Accounting and Principal Financial Officer)	March 2, 2006

\*By: /s/ Stephen C. Taylor  
\_\_\_\_\_  
Stephen C. Taylor  
*as Attorney-in-Fact*



**EXHIBIT INDEX**

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