

KEY ENERGY SERVICES INC  
Form S-8 POS  
May 21, 2014

As filed with the Securities and Exchange Commission on May 21, 2014

**Registration No. 333-150098**

**Registration No. 333-159794**

**Registration No. 333-181541**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**

**to Form S-8**

**Registration No. 333-150098**

**Post-Effective Amendment No. 1**

**to Form S-8**

**Registration No. 333-159794**

**Post-Effective Amendment No. 1**

**to Form S-8**

**Registration No. 333-181541**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Key Energy Services, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Maryland**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**04-2648081**  
**(I.R.S. Employer**  
**Identification No.)**

**1301 McKinney Street, Suite 1800, Houston, Texas**  
**(Address of Principal Executive Offices)**

**77010**  
**(Zip Code)**

**2007 Cash and Equity Incentive Plan**

**2009 Cash and Equity Incentive Plan**

**2012 Equity and Cash Incentive Plan**

**(Full Title of the Plan)**

**Kimberly R. Frye**

**General Counsel**

**Key Energy Services, Inc.**

**1301 McKinney Street, Suite 1800**

**Houston, TX 77010**

**(Name and Address of Agent For Service)**

**713-651-4300**

**(Telephone Number, Including Area Code, of Agent For Service)**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Edgar Filing: KEY ENERGY SERVICES INC - Form S-8 POS

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### DEREGISTRATION OF SECURITIES

These post-effective amendments relate to the following registration statements on Form S-8 (collectively, the Registration Statements ) filed by Key Energy Services, Inc., a Maryland corporation (the Company ), with the U.S. Securities and Exchange Commission (the SEC ):

Registration No. 333-150098, filed with the SEC on April 4, 2008, registering 4,000,000 shares of the Company s common stock, \$0.10 par value per share, issuable under the Company s 2007 Cash and Equity Incentive Plan;

Registration No. 333-159794, filed with the SEC on June 5, 2009, registering 4,000,000 shares of the Company s common stock, \$0.10 par value per share, issuable under the Company s 2009 Cash and Equity Incentive Plan; and

Registration No. 333-181541, filed with the SEC on May 18, 2012, registering 4,000,000 shares of the Company s common stock, \$0.10 par value per share, issuable under the Company s 2012 Equity and Cash Incentive Plan.

In accordance with the undertakings contained in the Registration Statements, the Company hereby files these post-effective amendments to the Registration Statements to deregister 773,557 shares of the Company s common stock, \$0.10 par value per share, which represent the shares that remained unissued and available for issuance under the Company s 2007 Cash and Equity Incentive Plan, 727,823 shares of the Company s common stock, \$0.10 par value per share, which represent the shares that remained unissued and available for issuance under the Company s 2009 Cash and Equity Incentive Plan, and 795,498 shares of the Company s common stock, \$0.10 par value per share, which represent the shares that remained unissued and available for issuance under the Company s 2012 Equity and Cash Incentive Plan that were registered under the Registration Statements and remain unsold on the date hereof.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 these post-effective amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 21<sup>st</sup> day of May, 2014.

Key Energy Services, Inc.

By: /s/ Richard J. Alario  
 Richard J. Alario  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, these post-effective amendments to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                             | <b>Title</b>  | <b>Date</b>  |
|--|---|--------------|
| /s/ Richard J. Alario<br>Richard J. Alario   | Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer) | May 21, 2014 |
| /s/ J. Marshall Dodson<br>J. Marshall Dodson | Senior Vice President and Chief Financial Officer (Principal Financial Officer)                         | May 21, 2014 |
| /s/ Mark A. Cox<br>Mark A. Cox               | Vice President and Controller (Principal Accounting Officer)  | May 21, 2014 |
| /s/ Lynn R. Coleman<br>Lynn R. Coleman       | Director  | May 21, 2014 |
| /s/ Kevin P. Collins<br>Kevin P. Collins     | Director  | May 21, 2014 |
| /s/ William D. Fertig<br>William D. Fertig   | Director  | May 21, 2014 |
| /s/ W. Phillip Marcum<br>W. Phillip Marcum   | Director  | May 21, 2014 |

|                           |          |              |
|---------------------------|----------|--------------|
| /s/ Ralph S. Michael, III | Director | May 21, 2014 |
| Ralph S. Michael, III     |          |              |
| /s/ William F. Owens      | Director | May 21, 2014 |
| William F. Owens          |          |              |
| /s/ Robert K. Reeves      | Director | May 21, 2014 |
| Robert K. Reeves          |          |              |
| /s/ Mark H. Rosenberg     | Director | May 21, 2014 |
| Mark H. Rosenberg         |          |              |
| /s/ Arlene M. Yocum       | Director | May 21, 2014 |
| Arlene M. Yocum           |          |              |