

Complete Production Services, Inc.

Form 8-K

December 08, 2006

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): December 6, 2006
COMPLETE PRODUCTION SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-32058
(Commission
File Number)

72-1503959
(IRS Employer
Identification No.)

11700 Old Katy Road, Suite 300
Houston, Texas
(Address of principal executive
offices)

77079
(Zip Code)

Registrant's telephone number, including area code: (281) 372-2300

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 (*see* General Instruction A.2. below):

- 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))
-

Item 1.01 Entry Into Material Definitive Agreement

Issuance and Sale of Senior Notes

The information included in Item 2.03 of this Current Report on Form 8-K under the captions Issuance and Sale of Senior Notes and Registration Rights Agreement is incorporated by reference into this Item 1.01 of this Current Report on Form 8-K.

Item 2.03 Creation of a Direct Financial Obligation

Issuance and Sale of Senior Notes

On December 6, 2006, the Company successfully completed the issuance and sale of \$650,000,000 aggregate principal amount of its 8% Senior Notes due 2016 (the Notes). The Notes are jointly and severally guaranteed by each of the Company's domestic subsidiaries (the Guarantees). The Notes and the Guarantees were offered and sold in private transactions in accordance with Rule 144A and Regulation S under the Securities Act of 1933, as amended (the Securities Act). The Notes and the Guarantees have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

The Company issued the Notes pursuant to an indenture, dated as of December 6, 2006, by and among the Company, the guarantor parties thereto (the Guarantors) and Wells Fargo Bank, National Association, as trustee (the Indenture).

The Company intends to use net proceeds from the sale of the Notes to retire the outstanding balance of approximately \$415.8 million under its existing bank term loan, to retire outstanding indebtedness of approximately \$30.3 million it assumed in connection with its recent acquisition of Pumpco S

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	Code V	Amount(A) or (D)	Price
										Common Stock, no par value per share
	11/04/2010		S	1,725,066	D	\$ 8.16	3,049,012			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nature of Derivative Security (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RSC Acquisition LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020				See Remarks
RIPPLEWOOD PARTNERS II LP C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020				See Remarks
Ripplewood Partners II GP, L.P. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020				See Remarks
RP II GP, LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020				See Remarks
Collins Family Partners, L.P. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020				See Remarks
Collins Family Partner Inc. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020				See Remarks

Signatures

RSC ACQUISITION LLC, By: Ripplewood Partners II, L.P., its sole Member, By:
Ripplewood Partners II GP, L.P., its General Partner, By: RP II GP, LLC, its General Partner,
By: /s/ Christopher P. Minnetian, Name: Christopher P. Minnetian, Title: Secretary

11/08/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) RSC Acquisition LLC is a limited liability company whose sole member is Ripplewood Partners II, L.P., whose general partner is Ripplewood Partners II GP, L.P., whose general partner is RP II GP, LLC, whose sole member is Collins Family Partners, L.P., which is managed by its general partner, Collins Family Partners, Inc. Timothy Collins, as the president and sole shareholder of Collins Family Partners, Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by RSC Acquisition LLC. However, pursuant to Rule 16a-1(a)(4) promulgated under the Securities Exchange Act of 1934, as amended, Mr. Collins disclaims that

Edgar Filing: Complete Production Services, Inc. - Form 8-K

he is the beneficial owner of such shares, except to the extent of his pecuniary interest in such shares.

Remarks:

Party to stockholders agreement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

width="10%"> Complete Production Services, Inc.

By: /s/ J. Michael Mayer J. Michael Mayer Senior Vice President and Chief Financial Officer

**COMPLETE PRODUCTION SERVICES, INC.
EXHIBIT INDEX TO FORM 8-K**

EXHIBIT NO.	ITEM
4.1	Indenture dated December 6, 2006, among Complete Production Services, Inc., the subsidiary guarantors party thereto, and Wells Fargo Bank, National Association, as trustee.
4.2	Form of 8% Senior Note due 2016 (included as Exhibit A to Exhibit 4.1 of this Current Report on Form 8-K).
10.1	Registration Rights Agreement dated December 6, 2006, among Complete Production Services, Inc., the subsidiary guarantors party thereto and the initial purchasers party thereto.
99.1	Press Release issued on December 6, 2006