

Exterran SpinCo, Inc.  
Form 10-12B  
March 13, 2015

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As filed with the Securities and Exchange Commission on March 13, 2015

File No. 001-

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

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**FORM 10**

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**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**Pursuant to Section 12(b) or 12(g)**  
**of the Securities Exchange Act of 1934**

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**Exterran SpinCo, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**47-3282259**  
(I.R.S. Employer Identification No.)

**4444 Brittmoore Road**  
**Houston, Texas**  
(Address of principal executive offices)

**77041**  
(Zip Code)

Registrant's telephone number, including area code: **(281) 854-3000**  
Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class to be so Registered**  
Common Stock, par value \$0.01 per share

**Name of Each Exchange on which**  
**Each Class is to be Register**

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

**None**

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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.

Large accelerated  
filer

Accelerated  
filer

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

Smaller reporting  
company

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**Cross-Reference Sheet Between the Information Statement and Items of Form 10  
Information Included in the Information Statement and Incorporated by Reference into  
the Registration Statement on Form 10**

Certain information required to be included herein is incorporated by reference to specifically identified portions of the body of the information statement filed herewith as Exhibit 99.1. None of the information contained in the information statement shall be incorporated by reference herein or deemed to be a part hereof unless such information is specifically incorporated by reference.

**Item 1. *Business.***

The information required by this item is contained under the sections of the information statement entitled "Questions and Answers About the Spin-Off," "Summary," "Risk Factors," "Cautionary Statement Concerning Forward-Looking Statements," "The Spin-Off," "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," "Relationship with Exterran Holdings After the Spin-Off" and "Where You Can Find More Information" and is incorporated herein by reference.

**Item 1A. *Risk Factors.***

The information required by this item is contained under the sections of the information statement entitled "Risk Factors" and "Cautionary Statement Concerning Forward-Looking Statements" and is incorporated herein by reference.

**Item 2. *Financial Information.***

The information required by this item is contained under the sections of the information statement entitled "Summary," "Capitalization," "Selected Historical Combined Financial Data," "Unaudited Pro Forma Condensed Combined Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and is incorporated herein by reference.

**Item 3. *Properties.***

The information required by this item is contained under the sections of the information statement entitled "Business Properties" and is incorporated herein by reference.

**Item 4. *Security Ownership of Certain Beneficial Owners and Management.***

The information required by this item is contained under the section of the information statement entitled "Security Ownership of Certain Beneficial Owners and Management" and is incorporated herein by reference.

**Item 5. *Directors and Executive Officers.***

The information required by this item is contained under the section of the information statement entitled "Management" and is incorporated herein by reference.

**Item 6. *Executive Compensation.***

The information required by this item is contained under the section of the information statement entitled "Executive Compensation" and is incorporated herein by reference.

**Item 7. *Certain Relationships and Related Transactions.***

The information required by this item is contained under the sections of the information statement entitled "Certain Relationships and Related Transactions" and "Relationship with Exterran Holdings After the Spin-Off" and is incorporated herein by reference.

**Item 8. *Legal Proceedings.***

The information required by this item is contained under the section of the information statement entitled "Business Legal Proceedings" and is incorporated herein by reference.

**Item 9. *Market Price of, and Dividends on, the Registrant's Common Equity and Related Shareholder Matters.***

The information required by this item is contained under the sections of the information statement entitled "Summary," "The Spin-Off," "Dividend Policy" and "Description of Capital Stock" and is incorporated herein by reference.

**Item 10. *Recent Sales of Unregistered Securities.***

The information required by this item is contained under the section of the information statement entitled "Description of Material Indebtedness" and is incorporated herein by reference.

**Item 11. *Description of Registrant's Securities to be Registered.***

The information required by this item is contained under the sections of the information statement entitled "The Spin-Off," "Dividend Policy" and "Description of Capital Stock" and is incorporated herein by reference.

**Item 12. *Indemnification of Directors and Officers.***

The information required by this item is contained under the sections of the information statement entitled "Description of Capital Stock Limitation on Liability of Directors, Indemnification of Directors and Officers and Insurance" and is incorporated herein by reference.

**Item 13. *Financial Statements and Supplementary Data.***

The information required by this item is contained under the section of the information statement entitled "Index to Financial Statements" and the financial statements referenced therein and is incorporated herein by reference.

**Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

None.

**Item 15. *Financial Statements and Exhibits.***

**(a) *Financial Statements***

The information required by this item is contained under the section of the information statement entitled "Index to Financial Statements" and the financial statements referenced therein and is incorporated herein by reference.

**(b) Exhibits**

The following documents are filed as exhibits hereto:

| <b>Exhibit Number</b> | <b>Exhibit Description</b>   |
|-----------------------|--|
| 2.1*                  | Form of Separation and Distribution Agreement.   |
| 3.1*                  | Form of Amended and Restated Certificate of Incorporation of Exterran SpinCo, Inc.                                 |
| 3.2*                  | Form of Amended and Restated Bylaws of Exterran SpinCo, Inc.   |
| 4.1*                  | Form of Common Stock Certificate.  |
| 4.2*                  | Form of Credit Agreement for New Credit Facility.  |
| 4.3*                  | Form of Indenture for New Debt Securities.   |
| 4.4*                  | Form of New Debt Security (included as part of Exhibit 4.3 hereto).  |
| 10.1*                 | Form of Transition Services Agreement.   |
| 10.2*                 | Form of Employee Matters Agreement.  |
| 10.3*                 | Form of Tax Sharing Agreement.   |
| 10.4*                 | Form of Supply Agreement.  |
| 10.5*                 | Form of Services Agreement.  |
| 10.6*                 | Form of Exterran SpinCo, Inc. Stock Incentive Plan.  |
| 10.7*                 | Form of Change of Control Agreement.   |
| 10.8*                 | Form of Severance Benefits Agreement.  |
| 10.9*                 | Form of Indemnification Agreement.   |
| 21.1*                 | List of Subsidiaries.  |
| 99.1                  | Information Statement of Exterran SpinCo, Inc., preliminary and subject to completion, dated as of March 13, 2015. |

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\* To be filed by amendment.

Management contract or compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 13, 2015

**Exterran SpinCo, Inc.**

By: /s/ JON C. BIRO

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Name: Jon C. Biro

Title: *Senior Vice President and Chief Financial Officer*

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