

KEY ENERGY SERVICES INC
 Form 3
 April 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Soter Capital, LLC
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 12/15/2016

3. Issuer Name and Ticker or Trading Symbol
 KEY ENERGY SERVICES INC [KEG]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O PLATINUM EQUITY ADVISORS, LLC, 360 NORTH CRESCENT DRIVE, SOUTH BUILDING
 (Street)

____ Director 10% Owner
 ____ Officer ____ Other
 (give title below) (specify below)

BEVERLY HILLS, CA 90210
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---|
| Common Stock, par value \$0.01 per share | 9,800,630 ⁽¹⁾ ⁽²⁾ ⁽³⁾ | D | À |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | Title | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|-------|------------|----------------------------|------------------------------|----------------------------|
| | | | | | | Direct (D) or Indirect (I) |

(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Soter Capital, LLC C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210 | ^ | ^ X | ^ | ^ |
| Soter Capital Holdings, LLC C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA | ^ | ^ X | ^ | ^ |
| PE Soter Holdings, LLC C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210 | ^ | ^ X | ^ | ^ |
| Platinum Equity Capital Soter Partners, L.P. C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210 | ^ | ^ X | ^ | ^ |
| Platinum Equity Partners III, LLC C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210 | ^ | ^ X | ^ | ^ |
| Platinum Equity Investment Holdings III, LLC C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210 | ^ | ^ X | ^ | ^ |
| PLATINUM EQUITY LLC C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210 | ^ | ^ X | ^ | ^ |
| Gores Tom C/O PLATINUM EQUITY ADVISORS, LLC 360 NORTH CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210 | ^ | ^ X | ^ | ^ |

Signatures

See Exhibit 99.1 -
Signatures

04/06/2017

__Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares were issued to Soter Capital, LLC ("Soter") in connection with the issuer's emergence from bankruptcy on December 15, 2016 and Soter's participation in the related rights offering.
- Soter Capital Holdings, LLC ("SCH") is the sole member of Soter and may be deemed to beneficially own the common stock beneficially owned by Soter. PE Soter Holdings, LLC ("PESH") holds a majority membership interest in SCH and may be deemed to beneficially own the common stock beneficially owned by SCH. Platinum Equity Capital Soter Partners, L.P. ("PECSP") holds a majority membership interest in PESH and may be deemed to beneficially own the common stock beneficially owned by PESH. Platinum Equity Partners III, LLC ("PEP III") is the general partner of PECSP and may be deemed to beneficially own the common stock beneficially owned by PECSP.
- (2) (Continued from Footnote 2) Platinum Equity Investment Holdings III, LLC ("PEIH III") is the senior managing member of PEP III and may be deemed to beneficially own the common stock beneficially owned by PEP III. Platinum Equity, LLC ("Platinum Equity") is the sole member of PEIH III and may be deemed to beneficially own the common stock beneficially owned by PEIH III. Tom Gores is the Chairman and Chief Executive Officer of Platinum Equity and may be deemed to beneficially own the common stock beneficially owned by Platinum Equity. Mr. Gores disclaims beneficial ownership of all the shares of common stock held by each of the entities listed above with respect to which he does not have a pecuniary interest.
- (3)

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Remarks:

1. ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney
2. ExhibitÂ 99.1Â -Â Signatures

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.