

Complete Production Services, Inc.

Form S-1MEF

April 20, 2006

As filed with the Securities and Exchange Commission on April 20, 2006

Registration No. 333-____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Complete Production Services, Inc.

(Exact name of registrant as specified in its charter)

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

1389
*(Primary Standard Industrial
Classification Code Number)*

72-1503959
*(I.R.S. Employer
Identification No.)*

**11700 Old Katy Road, Suite 300
Houston, Texas 77079
(281) 372-2300**
*(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)*

**Joseph C. Winkler
Chief Executive Officer and President
11700 Old Katy Road, Suite 300
Houston, Texas 77079
(281) 372-2300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Vinson & Elkins L.L.P.
First City Tower, Suite 2300
Houston, Texas 77002
(713) 758-2222
Attention: Scott N. Wulfe
Attention: Nicole E. Clark**

**Baker Botts L.L.P.
One Shell Plaza, 910 Louisiana Street
Houston, Texas 77002
(713) 229-1234
Attention: R. Joel Swanson
Attention: Felix P. Phillips**

Approximate date of commencement of proposed sale to the public: After the effective date of this registration statement as determined by market conditions and other factors.

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

x Registration No. 333-128750.

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

| Title of Each Class of Securities To Be Registered | Proposed Maximum Aggregate Offering Price (1)(2) | Amount of Registration Fee (2) |
|---|---|---------------------------------------|
| Common Stock, par value \$0.01 | \$717,600,000 | \$12,699 |

- (1) Based on the initial public offering price of \$24.00 per share.
- (2) Includes shares of common stock issuable upon the exercise of the underwriters' option to purchase additional shares of common stock.
- (3) The registrant previously paid registration fees of \$64,085 under Registration Statement on Form S-1, as amended (Registration No. 333-128750), with respect to shares of Common Stock having a proposed maximum aggregate offering price of \$598,920,000.
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**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 relates to the registrant's prior registration statement (File No. 333-128750) and is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, with respect to the proposed offering of up to \$717,600,000 of Common Stock. The contents of the Registration Statement on Form S-1 (File No. 333-128750) filed by the Company with the Securities and Exchange Commission (the

Commission) on September 30, 2005, as amended by Amendment No. 1 filed with the Commission on November 15, 2005, Amendment No. 2 filed with the Commission on January 18, 2006, Amendment No. 3 filed with the Commission on February 14, 2006, Amendment No. 4 filed with the Commission on March 20, 2006, Amendment No. 5 filed with the Commission on April 4, 2006, and Amendment No. 6 filed with the Commission on April 17, 2006 which was declared effective on April 20, 2006, including, in each case, the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on the Index to Exhibits attached hereto and filed herewith.

The Registrant hereby certifies that it has instructed its bank to transmit to the Commission the filing fee by a wire transfer of \$12,699.00 from the Registrant's account to the Commission's account at Mellon Bank as soon as practicable but no later than the close of business on April 21, 2006. The Registrant further certifies that it will not revoke such instructions, will confirm receipt of such instructions by its bank during regular business hours on April 21, 2006, and that the Registrant has sufficient funds in its account to cover such amount.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, in the State of Texas, on April 20, 2006.

COMPLETE PRODUCTION SERVICES, INC.

By: /s/ Joseph C. Winkler
 Name: Joseph C. Winkler
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

| Signature | Position | Date |
|--------------------------|---|----------------|
| /s/ Joseph C. Winkler | President, Chief Executive Officer and Director | April 20, 2006 |
| Joseph C. Winkler | (Principal Executive Officer) | |
| /s/ J. Michael Mayer | Senior Vice President and Chief Financial Officer | April 20, 2006 |
| J. Michael Mayer | (Principal Financial Officer) | |
| /s/ Robert L. Weisgarber | Vice President-Accounting and Controller | April 20, 2006 |
| Robert L. Weisgarber | (Principal Accounting Officer) | |
| /s/ Andrew L. Waite* | | April 20, 2006 |
| Andrew L. Waite | Chairman of the Board | |
| /s/ David C. Baldwin* | | April 20, 2006 |
| David C. Baldwin | Director | |
| /s/ Robert Boswell* | | April 20, 2006 |
| Robert Boswell | Director | |
| /s/ Harold G. Hamm* | | April 20, 2006 |
| Harold G. Hamm | Director | |
| /s/ W. Matt Ralls* | | April 20, 2006 |
| W. Matt Ralls | Director | |
| /s/ R. Graham Whaling* | | April 20, 2006 |
| R. Graham Whaling | Director | |
| /s/ James D. Woods* | | April 20, 2006 |
| James D. Woods | Director | |

*By: /s/ J. Michael Mayer

J. Michael Mayer

Pursuant to a Power of Attorney previously
filed as
Exhibit 24.1 to the Registration Statement on
Form
S-1 (File No. 333-128750) filed with the
Securities
and Exchange Commission

II-2

INDEX TO EXHIBITS

Exhibits

- 5.1 Opinion of Vinson & Elkins L.L.P.
- 23.1 Consent of Grant Thornton LLP
- 23.2 Consent of KPMG LLP
- 23.3 Consent of Darnall, Sikes, Gardes & Frederick
- 23.4 Consent of BKD LLP
- 23.5 Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)
- 24.1 Powers of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-128750) filed with the Securities and Exchange Commission and incorporated by reference herein).