

KEY ENERGY SERVICES INC  
 Form 4/A  
 February 07, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Hargis Katherine

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1301 MCKINNEY ST, STE 1800  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, CLO and Secretary

HOUSTON, TX 77010  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/20/2016

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 Acquired, Disposed of, or Beneficially Owned**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (\$0.10 par value)	12/15/2016		J <sup>(1)</sup>		163,874	D	<u>(1)</u> 0
Common Stock (\$0.01 par value)	12/15/2016		J <sup>(1)</sup>		822 <sup>(2)</sup>	A	<u>(1)</u> 822 <sup>(2)</sup>
Common Stock (\$0.01 par value)	12/19/2016		F		208	D	<u>(3)</u> 614 <sup>(2)</sup>

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)
Warrant (right to buy)	\$ 43.52	12/15/2016		P	909 (4)	(5) 12/15/2020	Common Stock (\$0.01 par value)	909 (4) \$
Warrant (right to buy)	\$ 54.4	12/15/2016		P	909 (4)	(5) 12/15/2021	Common Stock (\$0.01 par value)	909 (4) \$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hargis Katherine 1301 MCKINNEY ST STE 1800 HOUSTON, TX 77010			VP, CLO and Secretary	

## Signatures

Katherine I. Hargis 02/07/2017

\*\*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) In connection with the Issuer's reorganization pursuant to bankruptcy, all unvested restricted stock awards received 100% accelerated vesting. Pursuant to a reclassification exempt under Rule 16b-7, each then-vested share of Common Stock (\$0.10 par value) was cancelled, and new vested securities (Common Stock at \$0.01 par value) were issued to the insider, along with warrants described below.

(2) The number of shares of Common Stock (\$0.01 par value) beneficially owned following the Issuer's reorganization was misstated in the Form 4 and Form 4/A filed on December 20, 2016 and December 22, 2016, respectively, and in the Form 4 filed on December 22, 2016.

(3) The withholding of shares of Common Stock for taxes relates to the accelerated vesting of equity compensation awards that occurred immediately prior to the Issuer's emergence from bankruptcy. For administrative reasons the shares were withheld from the newly issued Common Stock (par value \$0.01).

(4) The number of warrants beneficially owned following the Issuer's reorganization was misstated in the Form 4 and Form 4/A filed on December 20, 2016 and December 22, 2016, respectively.

(5) Each warrant will be exercisable for one share of Common Stock (\$0.01 par value) until the earlier to occur of the expiration date or the date of completion of a merger, sale or other reorganization transaction that results in the Common Stock being exchanged solely for cash.

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

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