

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Crestview Partners II GP, L.P.</u> <hr/> (Last) (First) (Middle) C/O CRESTVIEW PARTNERS 667 MADISON AVENUE, 10TH FLOOR <hr/> (Street) NEW YORK NY 10065 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/20/2017	3. Issuer Name and Ticker or Trading Symbol <u>Select Energy Services, Inc. [WTRR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Class A Common Stock	3,802,972	I	See Footnotes ⁽¹⁾⁽⁴⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾
Class B Common Stock	16,221,101	I	See Footnotes ⁽²⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Common LLC Units ⁽³⁾⁽⁹⁾	(3)(9)	(3)(9)	Class A Common Stock ⁽³⁾⁽⁹⁾ 16,221,101	(3)(9)	I	See Footnotes ⁽³⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person* <u>Crestview Partners II GP, L.P.</u> <hr/> (Last) (First) (Middle) C/O CRESTVIEW PARTNERS 667 MADISON AVENUE, 10TH FLOOR <hr/> (Street) NEW YORK NY 10065 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Crestview Partners II SES Investment B, LLC</u> <hr/> (Last) (First) (Middle) C/O CRESTVIEW PARTNERS 667 MADISON AVENUE, 10TH FLOOR <hr/> (Street) NEW YORK NY 10065 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Crestview Partners II SES Investment, LLC</u> <hr/> (Last) (First) (Middle) C/O CRESTVIEW PARTNERS 667 MADISON AVENUE, 10TH FLOOR <hr/> (Street) NEW YORK NY 10065 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person*		
<u>Crestview Advisors, L.L.C.</u>		
(Last)	(First)	(Middle)
667 MADISON AVENUE 10TH FLOOR		
(Street)		
NEW YORK	NY	10065
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Delaney Robert V. Jr.</u>		
(Last)	(First)	(Middle)
667 MADISON AVENUE 10TH FLOOR		
(Street)		
NEW YORK	NY	10065
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Klein Adam J</u>		
(Last)	(First)	(Middle)
C/O CRESTVIEW ADVISORS 667 MADISON AVENUE, 10TH FLOOR		
(Street)		
NEW YORK	NY	10065
(City) (State) (Zip)		

Explanation of Responses:

1. Represents shares of Class A Common Stock of the Issuer ("Class A Shares") directly beneficially owned by Crestview Partners II SES Investment B, LLC ("Crestview II SES B").
2. Represents shares of Class B Common Stock of the Issuer ("Class B Shares") indirectly beneficially owned by Crestview Partners II SES Investment, LLC ("Crestview II SES") through SES Legacy Holdings, LLC ("Legacy Holdings").
3. Represents Common LLC Units ("Units") of SES Holdings, LLC ("SES Holdings"), a subsidiary of the Issuer, indirectly owned by Crestview II SES through Legacy Holdings. The Units are redeemable by Legacy Holdings at any time in exchange for newly-issued Class A Shares on a one-for-one basis (subject to conversion rate adjustments for stock splits, stock dividends, reclassification and other similar transactions) (or, at the election of SES Holdings or the Issuer, cash in an amount equal to the Cash Election Value of such Class A Shares (as defined in the SES Holdings LLC Agreement to be the trailing 10-day VWAP of the Class A Shares).
4. Each of Crestview GP, Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. may be deemed to have beneficial ownership of the Class A Shares directly beneficially owned by Crestview II SES B.
5. Each of Crestview GP, Crestview Partners II, L.P., Crestview Partners II (TE), L.P., Crestview Holdings II (TE), L.P. and Crestview Partners II (FF), L.P. may be deemed to have beneficial ownership of the Class B Shares and Units indirectly beneficially owned by Crestview II SES.
6. Crestview GP is the general partner of (i) Crestview Partners II, L.P., Crestview Partners II (TE), L.P. (which is the general partner of Crestview Holdings II (TE), L.P.) and Crestview Partners II (FF), L.P., each of which are direct or indirect members of Crestview II SES and (ii) Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P., each of which is a direct member of Crestview II SES B. Crestview Advisors, L.L.C. provides investment advisory and management services to certain of the foregoing entities.
7. Robert V. Delaney, Jr. and Adam J. Klein are each members of the Issuer's board of directors. Mr. Delaney, Jr. is an indirect member of each of Crestview, L.L.C. (which is the general partner of Crestview GP) and Crestview Advisors, L.L.C. Mr. Klein is a partner of each of Crestview, L.L.C. and Crestview Advisors, L.L.C.
8. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
9. Upon the redemption of any Units, a number of Class B Shares equal to the number of Units that are redeemed will be cancelled by the Issuer for no consideration.

/s/ Ross Oliver, General Counsel 04/20/2017

** Signature of Reporting Person Date

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

* 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).

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

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ross A. Oliver and Evelyn C. Pellicone as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Select Energy Services, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of April, 2017.

Signature: /s/ Robert V. Delaney, Jr.
Name: Robert V. Delaney, Jr.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ross A. Oliver and Evelyn C. Pellicone as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Select Energy Services, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of April, 2017.

Signature: /s/ Adam J. Klein
Name: Adam J. Klein

Joint Filer Information

Each of the following joint filers has designated **Crestview Partners II GP, L.P.** as the “**Designated Filer**” for purposes of the attached Form 3:

1. Crestview Partners II SES Investment B, LLC
c/o Crestview Partners
667 Madison Avenue, 10th Floor
New York, NY 10065

2. Crestview Partners II SES Investment, LLC
c/o Crestview Partners
667 Madison Avenue, 10th Floor
New York, NY 10065

3. Crestview Advisors, L.L.C.
c/o Crestview Partners
667 Madison Avenue, 10th Floor
New York, NY 10065

4. Robert V. Delaney, Jr.
c/o Crestview Advisors, L.L.C.
667 Madison Avenue, 10th Floor
New York, NY 10065

5. Adam J. Klein
c/o Crestview Advisors, L.L.C.
667 Madison Avenue, 10th Floor
New York, NY 10065

Date of Event Requiring Statement: April 20, 2017

Issuer Name and Ticker or Trading Symbol: Select Energy Services, Inc. [SES]

CRESTVIEW PARTNERS II SES INVESTMENT B, LLC

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: General Counsel

CRESTVIEW PARTNERS II SES INVESTMENT, LLC

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: General Counsel

CRESTVIEW ADVISORS, L.L.C.

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: General Counsel

ROBERT V. DELANEY, JR.

By: /s/ Ross A. Oliver, Attorney-in-Fact

ADAM J. KLEIN

By: /s/ Ross A. Oliver, Attorney-in-Fact

Date: April 20, 2017
