
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **September 19, 2017**

SELECT ENERGY SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38066
(Commission
File Number)

81-4561945
(IRS Employer
Identification No.)

1820 North I-35, P.O. Box 1715
Gainesville, Texas 76241
(Address of Principal Executive Offices)

(940) 668-0259
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

Letter Agreement

On September 19, 2017, Select Energy Services, Inc., a Delaware corporation (the "Company" or "Select"), entered into a Letter Agreement (the "Letter Agreement") with Rockwater Energy Solutions, Inc., a Delaware corporation ("Rockwater"), Rockwater Energy Solutions, LLC, a Delaware limited liability company and a subsidiary of Rockwater ("RES Holdings"), SES Holdings, LLC, a Delaware limited liability company and a subsidiary of Select ("SES Holdings"), Raptor Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Select ("Corporate Merger Sub"), and Raptor Merger Sub, LLC, a Delaware limited liability company and an indirect wholly owned subsidiary of SES Holdings ("LLC Merger Sub"), with respect to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated July 18, 2017, among the Company, Rockwater, RES Holdings, SES Holdings, Corporate Merger Sub and LLC Merger Sub.

Under the Merger Agreement, subject to certain exceptions, each of Select and Rockwater may terminate the Merger Agreement if the transactions contemplated thereby have not been consummated by November 1, 2017. Pursuant to the Letter Agreement, among other things, each of Select and Rockwater have agreed not to terminate the Merger Agreement under such provision prior to December 31, 2017.

The foregoing description is qualified in its entirety by reference to the full text of the Letter Agreement, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated into this Item 1.01 by reference.

Item 7.01 Regulation FD Disclosure.

On September 19, 2017, the Company issued a press release regarding the actions contemplated by the Letter Agreement. A copy of the press release containing the announcement is furnished herewith as Exhibit 99.1 and incorporated by reference herein.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, will not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 8.01 Other Events.

Cautionary Statement Regarding Forward-Looking Statements

All statements in this report (including statements incorporated by reference herein) other than statements of historical facts are forward-looking statements which contain our current expectations about our future results. We have attempted to identify any forward-looking statements by using words such as “expect,” “will,” “estimate” and other similar expressions. Although we believe that the expectations reflected, and the assumptions or bases underlying our forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Such statements are not guarantees of future performance or events and are subject to known and unknown risks and uncertainties that could cause our actual results, events or financial positions to differ materially from those included within or implied by such forward-looking statements.

Factors that could cause our actual results to differ materially from the results contemplated by such forward-looking statements include, but are not limited to, the factors discussed or referenced in the “Risk Factors” section of the prospectus we filed with the Securities and Exchange Commission (the “SEC”) on April 24, 2017, relating to our initial public offering, and our Quarterly Report on Form 10-Q that we filed with the SEC on August 11, 2017.

You should not place undue reliance on our forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, unless required by law.

2

Additional Information and Where to Find It

In connection with the Company’s proposed transaction with Rockwater, the Company has filed and intends to file relevant materials with the SEC, including the Company’s information statement, which was filed with the SEC in preliminary form on September 8, 2017. Stockholders are advised to read all relevant documents filed with the SEC, including the Company’s information statement, because they will contain important information about the proposed transaction. These documents will be available at no charge on the SEC’s website at www.sec.gov. In addition, documents will also be available for free from the Company by contacting the Company at 1820 N I-35, Gainesville, TX 76240 or (940) 668-1818.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Agreement, dated as of September 19, 2017, by and among Select Energy Services, Inc., SES Holdings, LLC, Raptor Merger Sub, Inc., Raptor Merger Sub, LLC, Rockwater Energy Solutions, Inc. and Rockwater Energy Solutions, LLC.
99.1	Press Release, dated September 19, 2017.

3

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 19, 2017

SELECT ENERGY SERVICES, INC.

By: /s/ Gary Gillette
Gary Gillette
Chief Financial Officer and Senior Vice President

4



Ms. Holli Ladhani
 President & Chief Executive Officer
 Rockwater Energy Solutions, Inc.
 515 Post Oak Blvd, Suite 200
 Houston, TX 77027

Re: Merger Agreement

Dear Ms. Ladhani:

Reference is made to that certain Agreement and Plan of Merger, dated as of July 18, 2017 (the "Original Agreement") by and among **SELECT ENERGY SERVICES, INC.**, a Delaware corporation ("Parent"), **RAPTOR MERGER SUB, INC.**, a Delaware corporation and a wholly owned subsidiary of Parent ("Corporate Merger Sub"), **SES HOLDINGS, LLC**, a Delaware limited liability company ("Parent Holdco"), **RAPTOR MERGER SUB, LLC**, a Delaware limited liability company and a wholly owned subsidiary of Parent Holdco ("LLC Merger Sub"), **ROCKWATER ENERGY SOLUTIONS, INC.**, a Delaware corporation (the "Company"), and **ROCKWATER ENERGY SOLUTIONS, LLC**, a Delaware limited liability company ("Company Holdco"). This Letter Agreement (this "Letter Agreement") is made as of September 19, 2017 by and among Parent, Corporate Merger Sub, Parent Holdco, LLC Merger Sub, the Company and Company Holdco. In consideration of the mutual waivers and agreements set forth herein, the Parties agree to the matters set forth below, which are intended to effect a mutual waiver by Parent and the Company with respect to Section 7.1(b) of the Original Agreement until the date set forth herein and to correct unintended omissions in order to properly reflect the agreement between the Parties in the Original Agreement. Capitalized terms used in this Letter Agreement and not otherwise defined herein are as defined in the Original Agreement.

1. Notwithstanding anything to the contrary in Section 7.1(b) of the Original Agreement, and in consideration of the waiver and agreement by the Other Party, each of Parent and the Company waive any right to, and agree not to, terminate the Original Agreement pursuant to Section 7.1(b) prior to 5:00 p.m. Central Time on December 31, 2017.
2. It is acknowledged and agreed by the Parties that, in connection with the cancellation and retiring of any shares of Company Common Stock at the time of the Corporate Merger then owned by Parent or Corporate Merger Sub or any of Parent's Subsidiaries (including Select Energy Services, LLC) pursuant to Section 2.1(a)(ii) of the Original Agreement (for which no consideration shall be delivered in exchange therefor), a corresponding number of Company Holdco Units then owned by the Company shall be simultaneously canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.
3. This Letter Agreement, the Original Agreement, including the schedules, exhibits, and amendments thereto, the New Registration Rights Agreement, the TRA

Amendments, the Confidentiality Agreement and any other document or instrument referred to in the Original Agreement constitute the entire agreement among the Parties and supersede all other prior or contemporaneous agreements and understandings, both written and oral, among or between any of the Parties with respect to the subject matter hereof and thereof.

4. This Letter Agreement shall not constitute an amendment or waiver of any provision of the Original Agreement not expressly referred to herein and shall not be construed as an amendment, waiver or consent to any action that would require an amendment, waiver or consent except as expressly stated herein.
5. This Letter Agreement may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument and shall become effective when counterparts have been signed by each of the Parties and delivered to the Other Party; it being understood that all Parties need not sign the same counterpart.
6. This Letter Agreement and the agreements, instruments, and documents contemplated hereby, shall be governed by, and construed in accordance with, the Legal Requirements of the State of Delaware, without regard to any applicable principles of conflicts of law that might require the application of the Legal Requirements of any other jurisdiction.

[Signature Page Follows]

2

Very truly yours,

SELECT ENERGY SERVICES, INC.

By: /s/ John D. Schmitz
 Name: John D. Schmitz
 Title: Chairman and Chief Executive Officer

RAPTOR MERGER SUB, INC.

By: /s/ John D. Schmitz
 Name: John D. Schmitz
 Title: President

SES HOLDINGS, LLC

By: /s/ John D. Schmitz
Name: John D. Schmitz
Title: President and Chief Executive Officer

RAPTOR MERGER SUB, LLC

By: /s/ John D. Schmitz
Name: John D. Schmitz
Title: President

Signature Page to Letter Agreement

Acknowledged and agreed:

ROCKWATER ENERGY SOLUTIONS, INC.

By: /s/ Holli Ladhani
Name: Holli Ladhani
Title: Chairman, President and Chief Executive Officer

ROCKWATER ENERGY SOLUTIONS, LLC

By: /s/ Holli Ladhani
Name: Holli Ladhani
Title: Chairman, President and Chief Executive Officer

Signature Page to Letter Agreement



NEWS RELEASE

Contacts: Select Energy Services
 Gary Gillette, CFO & SVP
 Justin Briscoe, VP, Corporate Development
 (940) 668-0259
 IR@selectenergyservices.com

Dennard · Lascar Associates
 Ken Dennard / Lisa Elliott
 (713) 529-6600
 WTTR@dennardlascar.com

**SELECT ENERGY SERVICES ANNOUNCES
 EXTENSION OF MERGER END DATE**

GAINESVILLE, TX — September 19, 2017 — Select Energy Services, Inc. (NYSE: WTTR) (“Select” or “the Company”), a leading provider of total water solutions to the U.S. unconventional oil and gas industry, today announced that Select and Rockwater Energy Solutions, Inc. (“Rockwater”) have agreed to extend the end date in the previously announced Agreement and Plan of Merger from November 1, 2017 to December 31, 2017. Completion of the Company’s merger with Rockwater remains subject to satisfaction or waiver of certain conditions, including the mailing of Select’s information statement describing the proposed merger to Select’s stockholders following completion of the Securities and Exchange Commission’s (the “SEC”) review of the information statement. Select and Rockwater expect the merger to close during the fourth quarter of 2017.

About Select Energy Services, Inc.

Select is a leading provider of total water solutions to the U.S. unconventional oil and gas industry. Select provides for the sourcing and transfer of water (both by permanent pipeline and temporary pipe) prior to its use in the drilling and completion activities associated with hydraulic fracturing, as well as complementary water-related services that support oil and gas well completion and production activities, including containment, monitoring, treatment, flowback, hauling, and disposal. For more information, please visit <http://selectenergyservices.com>.

About Rockwater Energy Solutions, Inc.

Rockwater Energy Solutions is a leading provider of comprehensive water management solutions to the North American unconventional oil and gas industry and believes it is the only company that provides complementary chemistry products and expertise in connection with its water solutions. Rockwater’s water management solutions include water sourcing, transfer, treatment, testing, remote monitoring, and storage; site and pit surveys; flowback and well testing; fluids conditioning and recycling and field fluids logistics. It also develops and manufactures a full suite of specialty chemicals used in the well completion process and production chemicals used to enhance performance over the producing life of a

well, which the company believes gives it a unique competitive advantage in the energy industry. Rockwater currently provides services to exploration and production companies and oilfield service companies operating in all the major shale and producing basins in North America, including the Permian Basin, the Mid-Continent (including the SCOOP/STACK plays), the Bakken, Western Canada, the Marcellus and Utica basins, the Rockies and the Eagle Ford. For more information, please visit <http://www.rockwaterenergy.com>.

Cautionary Statement Regarding Forward-Looking Statements

All statements in this communication other than statements of historical facts are forward-looking statements which contain our current expectations about our future results. We have attempted to identify any forward-looking statements by using words such as “expect,” “will,” “estimate” and other similar expressions. Although we believe that the expectations reflected, and the assumptions or bases underlying our forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Such statements are not guarantees of future performance or events and are subject to known and unknown risks and uncertainties that could cause our actual results, events or financial positions to differ materially from those included within or implied by such forward-looking statements.

Factors that could materially impact such forward-looking statements include, but are not limited to, the factors discussed or referenced in the “Risk Factors” section of the prospectus we filed with the SEC on April 24, 2017, relating to our recently completed initial public offering and the “Risk Factors” section of our most recent Quarterly Report on Form 10-Q filed with the SEC on August 11, 2017.

You should not place undue reliance on our forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, unless required by law.

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